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(1907-1994)

January 7, 1998

Attorneys' Title Insurance Fund, Inc.
Corporate Information Products
660 East Jefferson Street, Suite 200
Tallahassee, FL 32301

8000002396398--8

01/12/98-01003-011

****122.50 ****122.50

Re: Paulie Boy Productions, Inc.

Dear Sir or Madam:

Enclosed herewith is an original and one copy of proposed Articles of Incorporation and Certificate Designating Resident Agent, together with our firm's check made payable to the Secretary of State to cover the following items:

Filing Fee	\$ 35.00
Registered Agent	35.00
Certified Copy	<u>52.50</u>
TOTAL:	\$122.50

Please handle the filing of these Articles of Incorporation and Designation with the Secretary of State, returning a certified copy to us in the pre-addressed stamped return envelope that is enclosed for your convenience.

You are kindly requested to send our firm a bill for your services in this regard. Our account number is 189.

If you have any questions concerning this, please call my office at your earliest convenience.

With kindest regards, I remain

Sincerely yours,

James G. Hahl

JGH:bac
Enclosures

cc: Paul Papadeas

K. Rolfe JAN 12 1998

RECEIVED
98 JAN 12 AM 9:02
DIVISION OF CORPORATION
FILED
98 JAN 12 PM 12:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
PAULIE BOY PRODUCTIONS, INC.

FILED
98 JAN 12 PM 12:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - Name

The name of this corporation is PAULIE BOY PRODUCTIONS, INC.

ARTICLE II - Principal Location

The principal location is 614 Touchstone Circle, Port Orange, FL 32127.

ARTICLE III - Duration

This corporation shall have perpetual existence.

ARTICLE IV - Purposes

The general purposes for which this corporation is initially organized are as follows:

To engage in every phase and aspect of the general practice of a promotion coordinator/ad agency; to own personal property; to own, hold, lease, improve and develop real estate; engage in any type of lawful business; lend or borrow money, and to draw, make, accept, discount and issue promissory notes, bills of exchange, and other negotiable instruments, and to secure the same by mortgage or otherwise; to have offices and officers, agents and agencies in the State of Florida or in any other of the states of the United States, or any dependencies of the United States, or in foreign countries; and to exercise generally such powers as may be incident to or convenient and to engage in any activity or business permitted under the laws of the United

States and the State of Florida, it being expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict the general powers of the corporation.

ARTICLE V - Capital Stock

The maximum number of shares of stock which this corporation is authorized to have outstanding at any time shall be 1,000 shares of common voting stock with a par value of \$1.00 per share. All stock issued shall be fully paid.

ARTICLE VI - Preemptive Rights

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII - Initial Registered Office and Agent

The street address of the initial registered office and mailing address of this corporation is as follows: 614 Touchstone Circle, Port Orange, FL 32127, and the name of the initial registered agent of this corporation at that same address is Paul Papadeas.

ARTICLE VIII - Initial Board of Directors

This corporation shall have one director initially. The number of directors may be either increased or diminished from

time to time by the Bylaws but shall never be less than one. The name and address of the initial director of this corporation is:

<u>Name</u>	<u>Address</u>
Paul Papadeas	614 Touchstone Circle Port Orange, FL 32127

ARTICLE IX - Incorporator

The name and address of the person signing these articles is:

<u>Name</u>	<u>Address</u>
Paul Papadeas	614 Touchstone Circle Port Orange, FL 32127

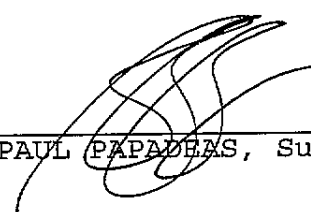
ARTICLE X - Indemnification

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XI - Amendment

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 2nd day of January, 1998.



PAUL PAPADEAS, Subscriber

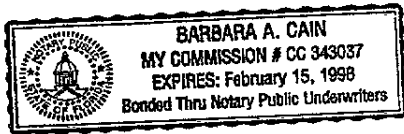
STATE OF FLORIDA
COUNTY OF VOLUSIA

Before me, a notary public authorized to take acknowledgments in the state and county set forth above, appeared PAUL PAPADEAS, personally known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 24 day of January, 1998.

Barbara A. Cain

Barbara A. Cain
Notary Public, State of Florida
Commission No. CC 343037
My Commission Expires: 2/15/98



CERTIFICATE DESIGNATING
PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

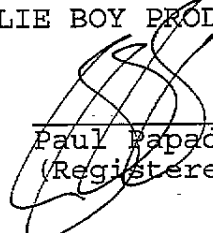
First--That PAULIE BOY PRODUCTIONS, INC. desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at City of Port Orange, County of Volusia, State of Florida, has named Paul Papadeas, 614 Touchstone Circle, Port Orange, FL 32127, City of Port Orange, County of Volusia, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

PAULIE BOY PRODUCTIONS, INC.

By: _____


Paul Papadeas
(Registered Agent)

FILED
98 JAN 12 PM 12:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA