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LANE TROHN

ATTORNEYS AT LAW

98 FEB -2 PM 12:03

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JOHN A. ATTAWAY, JR.
ROBERT J. BERTRAND
CLARENCE A. BOSWELL
ROBERT M. BRUSH
HANK B. CAMPBELL
DABNEY L. CONNER
CHRISTINE C. DALY
CHRISTOPHER M. FEAR
JUDITH L. GLANDERS
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STEPHEN B. FRENCH
DAVID D. HALLOCK, JR.
JACOB H. HARRIS, III
KARL H. HARTER

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GARY S. RABIN
EDWIN A. SCALES, III
KINGSWOOD SPROTT, JR.
ROBERT G. STOKES
JANET M. STUART
JONATHAN B. TROHN
ROBERT L. TROHN
JOHN K. VREELAND
DONALD H. WILSON, JR.
A. H. LANE (RETIRED)

DAVID D. HALLOCK, JR.
LAKELAND OFFICE

January 28, 1998

EFFECTIVE DATE

1-28-98

Division of Corporations
Florida Secretary of State
409 East Gaines Street
Tallahassee, Florida 32314

Re: SunFoot Productions, Inc.

400002418954--6

-02/02/98--01114--011

****122.50 ****122.50

Gentlemen:

Enclosed please find the original and one copy of Articles of Incorporation for a new Florida corporation to be known as SunFoot Productions, Inc. Our search of the Secretary of State's On-Line Records indicated that this name is available for a Florida corporation. Please file the original Articles and return the copy to me, duly certified to show the date of filing. Please note that the corporate existence is to commence as of the date of execution and acknowledgment of the Articles.

Also enclosed is this firm's check in the amount of \$122.50 to cover the following:

Filing Fee	\$35.00
Registered Agent Fee	\$35.00
Certified Copy Fee	\$52.50

If there are any questions concerning these Articles, I would appreciate your telephoning me collect at (941) 284-2208. Thanking you for your usual cooperation, I am

Very truly yours,

David D. Hallock, Jr.

DDH/sb
Enclosures

P. Hall
FEB - 4 1998

LANE, TROHN, BERTRAND & VREELAND, P.A.

ONE LAKE MORTON DRIVE • P.O. Box 3 • LAKELAND, FLORIDA 33802-0003 • PHONE (941) 284-2200 • FAX (941) 688-0310
190 EAST DAVIDSON STREET • P.O. Box 1578 • BARTOW, FLORIDA 33831-1578 • PHONE (941) 533-7117 • FAX (941) 533-7255

**ARTICLES OF INCORPORATION
OF
SUNFOOT PRODUCTIONS, INC.**

FILED
98 FEB -2 PM 12:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

EFFECTIVE DATE
1-28-98

The name of this corporation is SunFoot Productions, Inc.

ARTICLE II - MAILING ADDRESS

The mailing address of this corporation is 1017 West Marjorie Street, Lakeland, Florida
33815.

ARTICLE III - DURATION

This corporation shall have perpetual existence, commencing on the date of execution and
acknowledgement of these Articles.

ARTICLE IV - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE V - CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of voting common stock having a par
value of \$1.00 per share.

**ARTICLE VI - INITIAL REGISTERED OFFICE
AND REGISTERED AGENT**

The street address of the initial registered office of this corporation is One Lake Morton
Drive, Lakeland, Florida 33801 and the name of the initial registered agent of this corporation at
that office is David D. Hallock, Jr.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) director(s) initially. The number of directors may be either increased or diminished from time to time in accordance with the Bylaws, but shall never be less than one (1). The name(s) and address(es) of the initial director(s) of the corporation is or are:

Norman Riest
1017 West Marjorie Street
Lakeland, Florida 33815

Deborah Riest
1017 West Marjorie Street
Lakeland, Florida 33815

ARTICLE VIII - INCORPORATOR


The name and address of the Incorporator is:

David D. Hallock, Jr.
Lane, Trohn, Bertrand & Vreeland, P.A.
One Lake Morton Drive
Lakeland, Florida 33801

ARTICLE IX - INDEMNIFICATION

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

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation
this 28 day of January, 1998.



DAVID D. HALLOCK, JR.

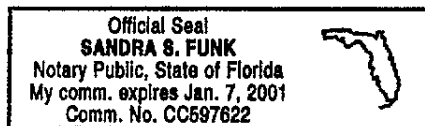
STATE OF FLORIDA
COUNTY OF POLK

FILED

98 FEB -2 PM 12: 03

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The foregoing Articles of Incorporation were acknowledged before me this 28th day of January, 1998, by DAVID D. HALLOCK, JR., who is personally known to me or who has produced a Florida driver's license as identification and who did not take an oath.



(Affix Notary Seal)

Sandra S. Funk
NOTARY PUBLIC, State of
Florida at Large
Print name: SANDRA S. FUNK
My commission expires: 1-7-2001

ACCEPTANCE BY REGISTERED AGENT

The undersigned, being the person appointed in the foregoing Articles of Incorporation as the Registered Agent for SunFoot Productions, Inc. hereby accepts such appointment this 28th day of January, 1998.

David D. Hallock, Jr.
DAVID D. HALLOCK, JR.