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JAMES T. HUMPHREY
GEORGE H. KNOTT*†
GEORGE L. CONSOER, JR.**
MARK A. EBELINI
GAREY F. BUTLER
THOMAS B. HART

*Board Certified Civil Trial Lawyer
**Board Certified Real Estate Lawyer
†Board Certified Business Litigation Lawyer

HUMPHREY & KNOTT
PROFESSIONAL ASSOCIATION
ATTORNEYS-AT-LAW

1625 HENDRY STREET (33901)
P. O. BOX 2449
FORT MYERS, FLORIDA 33902-2449

TELEPHONE (941) 334-2722

TELECOPIER (941) 334-1446

www.humphreyandknottl.com

MARK A. HOROWITZ
THOMAS H. FAULK, JR.
MATTHEW D. UHLE
H. ANDREW SWETT
CHRISTIAN T. VAN HISE

DIRECTOR OF ZONING AND
LAND USE PLANNING
MICHAEL E. ROEDER, AICP

March 19, 1998

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32311

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-03/23/98--01100--013
*****122.50 *****122.50

Re: Articles of Incorporation
Alpha Productions, Inc.

Dear Sir or Madam:

Enclosed please find two (2) originals of the Articles of Incorporation of Alpha Productions, Inc., along with a check in the amount of \$122.50 to cover filing fee and certified copy cost. Upon filing, please notify me by telephone and return one original (certified) to me in the enclosed self-addressed, stamped envelope which I have provided.

Thank you in advance.

Sincerely,

HUMPHREY & KNOTT, P.A.

Teresa A. Hanson

Teresa A. Hanson
Secretary to Garey F. Butler

Enclosure: Articles of Incorporation (2 originals)
Check for \$122.50
Return envelope

cc: Client

FILED
98 MAR 23 AM 9:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. BROCK MAR 25 1998

ARTICLES OF INCORPORATION
OF
ALPHA PRODUCTIONS, INC.

FILED
98 MAR 23 AM 9:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation for profit under the laws of the State of Florida.

ARTICLE I.

NAME: The name of this corporation shall be ALPHA PRODUCTIONS, INC.

ARTICLE II.

ADDRESS: The mailing address of this corporation is 15272 Briarcrest Circle, Fort Myers, FL 33912.

ARTICLE III.

NATURE OF BUSINESS: This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV.

CAPITAL STOCK: This corporation is authorized to issue 1,000 shares of \$1.00 par value common stock.

ARTICLE V.

TERM OF EXISTENCE: This corporation shall have perpetual existence.

ARTICLE VI.

INITIAL REGISTERED AGENT AND OFFICE: The name and street address of the initial registered agent and office of this corporation are: Garey F. Butler, Humphrey & Knott, P.A., 1625 Hendry Street, Suite 301, Fort Myers, FL 33901.

ARTICLE VII.

DIRECTORS: The initial Board of Directors shall consist of two (2) members, who need not be residents of the State of Florida or shareholders of the corporation.

ARTICLE VIII.

INITIAL DIRECTORS: The names and addresses of the initial directors who shall hold office for the first year of existence of the corporation or until their successors have been elected and qualified are:

NAME	ADDRESS
Wilhelm Wittman	15272 Briarcrest Circle Fort Myers, FL 33912
Ingrid Wittman	15272 Briarcrest Circle Fort Myers, FL 33912

ARTICLE IX.

INCORPORATORS: The names and addresses of the incorporators to these Articles of Incorporation are as follows:

NAME	ADDRESS
Wilhelm Wittman	15272 Briarcrest Circle Fort Myers, FL 33912
Ingrid Wittman	15272 Briarcrest Circle Fort Myers, FL 33912

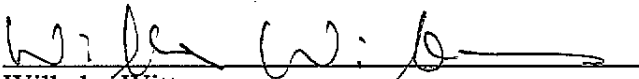

ARTICLE X.

EFFECTIVE DATE: These Articles of Incorporation shall be effective upon approval by the Secretary of State of the State of Florida.

ARTICLE XI.

AMENDMENT: These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders and approved at a shareholders' meeting by a majority of the stock entitled to vote thereon, unless all of the Directors and all of the shareholders sign a written statement manifesting their intention that a certain amendment to the Articles of Incorporation be made.

The undersigned incorporators have executed this Articles of Incorporation this 17th day of March, 1998.


Wilhelm Wittman

Ingrid Wittman

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Alpha Productions, Inc., at the place designated in the Articles of Incorporation, Garey F. Butler, Humphrey & Knott, P.A., 1625 Hendry Street, Suite 301, Fort Myers, FL 33901, agrees to act in this capacity and agrees to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and accepts the duties and obligations of Section 607.0505, Florida Statutes.

Dated: March 17th, 1998

Garey F. Butler
Garey F. Butler

FILED
98 MAR 23 AM 9:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA