

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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Zag Productions, Inc.

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- ☒ Art of Inc. File _____
- _____ LTD Partnership File _____
- _____ Foreign Corp. File _____
- _____ L.C. File _____
- _____ Fictitious Name File _____
- _____ Trade/Service Mark _____
- _____ Merger File _____
- _____ Art. of Amend. File _____
- _____ RA Resignation _____
- _____ Dissolution / Withdrawal _____
- _____ Annual Report / Reinstatement _____
- ☒ Cert. Copy _____
- _____ Photo Copy _____
- _____ Certificate of Good Standing _____
- _____ Certificate of Status _____
- _____ Certificate of Fictitious Name _____
- _____ Corp Record Search _____
- _____ Officer Search _____
- _____ Fictitious Search _____
- _____ Fictitious Owner Search _____
- _____ Vehicle Search _____
- _____ Driving Record _____
- _____ UCC 1 or 3 File _____
- _____ UCC 11 Search _____
- _____ UCC 11 Retrieval _____
- _____ Courier _____

Signature _____

Requested by: *Cher* *4.14* *954*
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Walk-In _____ Will Pick Up _____

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ARTICLES OF INCORPORATION
OF
ZAG PRODUCTIONS, INC.

The undersigned incorporator hereby adopts these Articles of Incorporation for the purpose of forming a corporation (the "**Corporation**") under the Florida Business Corporation Act (the "**Act**").

I.
Name

The name of the corporation shall be Zag Productions, Inc.

II.
Term of Existence

The corporation shall begin its existence on the date of the filing of these Articles of Incorporation with the Florida Department of State, and shall have perpetual existence thereafter.

III.
Principal Office

The principal office of the Corporation shall be 1660 River Road, Suite 15, Jacksonville, FL 32207.

IV.
Capital Stock

The Corporation shall be authorized to issue 7,500 shares of common stock having a par value of one dollar (\$1.00) per share.

V.
Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 6251 Phillips Highway; Suite 5, Jacksonville, FL 32216, and the name of the initial registered agent of this

corporation is Stephen H. Davis, Davis & Jones, 6251 Phillips Highway; Suite 5; Jacksonville, FL 32216.

VI.
Directors

The corporation shall have two (2) directors initially. The number of directors may be increased or decreased from time to time by bylaws of the Corporation, provided that the Corporation shall always have at least one (1) but no more than five (5) directors. The name and address of the directors, who shall serve until their successor(s) are duly elected and qualified, are:

<u>Name</u>	<u>Address</u>
Douglas G. Davis	4009 Villa San Jose Drive, Jacksonville, FL 32217
Richard L. Davis	1660 River Road, Ste. 15, Jacksonville, FL 32207

VII.
Incorporator

The name and street address of the incorporator signing these Articles of Incorporation is:

<u>Name</u>	<u>Address</u>
Douglas G. Davis	4009 Villa San Jose Drive, Jacksonville, FL 32217
Richard L. Davis	1660 River Road, Ste. 15, Jacksonville, FL 32207

VIII.
Affiliated transactions

Pursuant to the provisions of Section 607.0901(5)(a) of the Act, the Corporation elects not to be governed by the requirements or other provisions regarding affiliated transactions as set forth in Section 607.0901 of the Act. Therefore, the terms of such Section 607.0901 shall not apply to any affiliated transactions as defined therein.

IX.
Control Share Acquisitions

Section 607.0902 of the Act, pertaining to control-share acquisitions, shall not apply to the Corporation. Pursuant to the provisions of Section 607.0902(5) of the Act, the Corporation elects not to be governed by any of the provisions of such Section 607.0902.

X.
Bylaws

The power to adopt, alter, amend or repeal bylaws shall be vested in the Corporation's Board of Directors.

XI.
Indemnification

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

XII.
Amendment

These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation as of this 13 day of April 1998.



DOUGLAS G. DAVIS



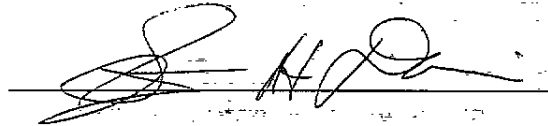
RICHARD L. DAVIS

STATE OF FLORIDA}

SS

COUNTY OF DUVAL}

Douglas G. Davis and Richard L. Davis who are personally known to me or has produced
N/A as identification and who did not take an oath acknowledged the foregoing
instrument before me this 13th day of April, 1998



Notary Public, State of Florida

My Commission Expires:

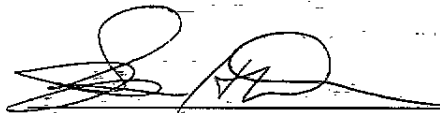


STEPHEN H. DAVIS
COMMISSION # CC 461787
EXPIRES JUN 18, 1999
BONDED THRU
ATLANTIC BONDING CO., INC.

FILED
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ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent and designated to accept service of process for the above-stated Corporation at the place designated herein, I hereby agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.



STEPHEN H. DAVIS

Dated:

4-13-98