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JAMES T. BENNETT, CPA, P.A.
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NORTH PALM BEACH, FL 33408
(561) 627-5330

June 9, 1998


Secretary of State
Division of Corporations
Domestic Charter Filing Section
P. O. Box 6327
Tallahassee, FL 32314

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-06/12/98--01049--013
*****70.00 *****70.00

Dear Sir/Madam:

Please find enclosed an original and one copy of the Articles of Incorporation of Bradford Studios, Inc. Also enclosed is a check in the amount of \$70.00 to cover the filing and registered agent fees. Please let me know if there are any problems with this filing.

Yours truly,


James T. Bennett
Incorporator

Enclosure

APPROVED
AND
FILED
98 MAY 12 PM 1:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. BROCK JUN 15 1998

ARTICLES OF INCORPORATION
OF
BRADFORD STUDIOS, INC.

98 MAY 12 PM 1:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

I, the undersigned subscriber to these Articles Of Incorporation being a person competent to contract, hereby associate myself for the purpose of becoming a corporation under the laws of the State of Florida providing for the formation, liability, rights, privileges, and immunities of corporations for profit.

ARTICLE I - NAME

The name of this corporation shall be BRADFORD STUDIOS, INC.

ARTICLE II - NATURE OF BUSINESS

This corporation may engage in any activity or business permitted under the laws of the United States of America and of the State of Florida.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is one thousand (1,000) shares of common stock, of One Dollar (\$1.00) Par value. The consideration to be paid for each share shall be fixed by the Board of Directors.

ARTICLE IV - INITIAL CAPITAL

The amount of capital with which this Corporation will begin business will not be less than One Hundred (\$100.00) Dollars.

ARTICLE V - TERM OF EXISTENCE

The Corporation is to have perpetual existence.

ARTICLE VI - ADDRESS

The initial street address in the State of the principal office of the Corporation shall be:

5200 North Ocean Drive, Apt 19C
Singer Island, FL 33404

The Board of Directors may from time to time move the principal office to any other address in Florida. The Corporation shall have the power to transact business in any other place or places, both within and without the State of Florida, and throughout the world. The annual meeting of stockholders shall be held at the place designated by the Board of Directors.

ARTICLE VII - BOARD OF DIRECTORS

This corporation shall have one Director initially. The number of Directors may be either increased or decreased by the by-laws adopted by the shareholders, but shall never be less than one. The name and address of the initial Director

of the Corporation is:

Doris E. McNicol
5200 N. Ocean Drive, Apt 19C
Singer Island, FL 33404

ARTICLE VIII - INCORPORATOR

The name and address of the subscriber to these Articles of
Incorporation is:

James T. Bennett
860 U S Highway One - Ste 210
North Palm Beach, FL 33408

ARTICLE IX - BY-LAWS

The power to adopt, alter, amend or repeal bylaws shall be
vested in the Board of Directors and Shareholders.

ARTICLE X - AMENDMENT

This Corporation reserves the right to amend or repeal any
provisions contained in these Articles of Incorporation, or
any amendment to them, and any rights conferred upon the
shareholders are subject to this reservation.

ARTICLE XI - SUB-CHAPTER S CORPORATION

This Corporation may be a Sub-Chapter S Corporation as
defined by the Internal Revenue Code.

ARTICLE XII - REGISTERED AGENT

The initial registered agent of the Corporation is James T. Bennett upon whom any process, notice or demand required or permitted by statute may be served at 860 U. S. Highway One, Suite 210, North Palm Beach, FL. 33408.

I hereby accept the provisions of these Articles of Incorporation as registered agent.



JAMES T BENNETT

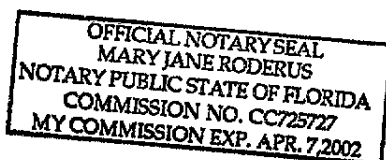
In witness whereof, the undersigned, as subscribing incorporator, has hereinto set his hand and seal this 9th day of June, 1998, for the purpose of forming this Corporation under the laws of the State of Florida, and hereby makes and files, in the Office of the Secretary of the State of Florida, these Articles of Incorporation, and certifies that the facts herein stated are true.


JAMES T BENNETT

SWORN TO AND SUBSCRIBED BEFORE ME

THIS 9th DAY OF JUNE, 1998.





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AND
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TALLAHASSEE, FLORIDA