

Law Offices
CASELLA & McMICHAEL
A Professional Association
Telephone & FAX (941) 383-2028

MAILING ADDRESS:

ADMINISTRATION
P.O. Box 426
Longboat Key, Florida 34228

MEMORANDUM

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUN 22 PM 3:25
OFFICES

829 West Dr. King Boulevard
Suite 101
Tampa, Florida 33603

TO: State of Florida Dept. of State
FROM: Robert M. Casella, Esq.
RE: Outerlimits Entertainment Productions, Inc.
DATE: June 17, 1998

For your information: _____

Please Respond: _____

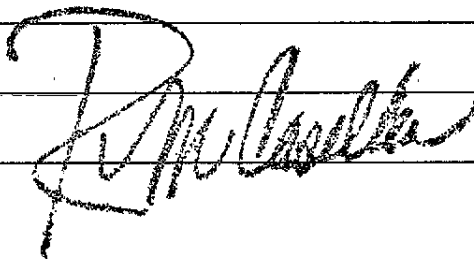
Urgent: _____

Copied to: _____

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-06/22/98--01072--009
***122.50 ***122.50

Comments:

Enclosed please find and original and one copy of Articles of
Incorporation for the above reference new Florida corporation.
Also enclosed is a check in the amount of \$ 122.50, representing
the fee for filing and return of the certified copy. A stamped,
postage pre-paid envelope is enclosed for your convenience.



D. BROWN JUN 24 1998

ARTICLES OF INCORPORATION
FOR

OUTERLIMITS ENTERTAINMENT PRODUCTIONS, INC.

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Article I

The name of the corporation is Outerlimits Entertainment Productions, Inc.

Article II

The period of duration is perpetual.

Article III

The purpose of this corporation is to do all lawful business.

Article IV

The aggregate number of share which the corporation shall have the authority to issue is 100 shares, with a par value of One Dollar (\$ 1.00) per share.

Article V

The mailing address of the corporation is 4026 Roberts Point Road, Sarasota, Florida 34242. The name of the initial registered agent is J. Richard Kaiser, and the registered office is located at the above address.

Article VI

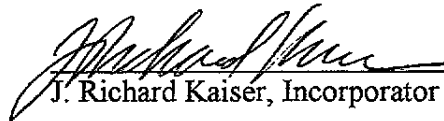
The number of initial directors is One (1), and the name and address of the director is

J. Richard Kaiser 4026 Roberts Point Road, Sarasota, Florida 34242

Article VII

The name and address of the incorporator is

J. Richard Kaiser 4026 Roberts Point Road, Sarasota, Florida 34242


J. Richard Kaiser, Incorporator

ACCEPTANCE BY DESIGNATION
REGISTERED AGENT / REGISTERED OFFICE

I, the undersigned person, having been named as registered agent and to accept the service of process for the above-stated corporation at the place designated in this statement, hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


J. Richard Kaiser, Registered Agent

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