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June 29, 1998

Secretary of State
Division of Corporations
Post Office Box 6327
The Capitol
Tallahassee, Florida 32399-6327

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-07/06/98--01109--006
*****70.00 *****70.00

Re: TOP PRIORITY PRODUCTIONS, INC.

Dear Sir:

Enclosed please find two copies of Articles of Incorporation and Registered Agent's Certificate for a new Florida corporation now being formed -- TOP PRIORITY PRODUCTIONS, INC.

Also enclosed please find our check in the amount of \$70.00. This check includes payment for the following:

Filing fee	\$35
Registered Agent's Designation	<u>35</u>
TOTAL	\$70.00

Please send the duplicates of the Articles of Incorporation and Registered Agent's Certificate to Affordable Legal Clinic, Inc., 426 E. Hwy 434, Winter Springs, Florida 32708.

Your cooperation in this matter is appreciated.

Sincerely,



Thomas A. Binford

FILED
98 JUL -6 AM 11:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Enclosures

TAB:rr

7/1-7-98

ARTICLES OF INCORPORATION
OF
TOP PRIORITY PRODUCTIONS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE 1. NAME.

The name of the Corporation is TOP PRIORITY PRODUCTIONS, INC.

ARTICLE II. DURATION.

This Corporation shall have perpetual existence.

ARTICLE III. PURPOSE.

This Corporation is organized to transact and carry on any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV. CAPITAL STOCK.

This Corporation is authorized to issue 1,000 shares of one dollar (\$1.00) par value common stock.

ARTICLE V. MANAGEMENT.

A. Pursuant to the provisions of Section 607.111, Florida Statutes, as the same exists upon the adoption of these Articles of Incorporation, the business of this Corporation may be managed by the shareholders of the Corporation, rather than by a Board of Directors.

B. Should the shareholders of the Corporation so elect, they may by resolution and bylaw establish a Board of Directors to manage the business of this Corporation. In such event, the shareholders shall prescribe the duties, functions and methods of operation of such Board of Directors with particularity and in appropriate bylaws.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT.

The street address and mailing address of the initial registered agent of this Corporation is 600 Diane Circle, Casselberry, Florida 32707. The principal street address and mailing address of the Corporation is 600 Diane Circle, Casselberry, Florida 32707. The name and address of the initial registered agent of this Corporation is Terry R. Brooks, 600 Diane Circle, Casselberry, Florida 32707.

ARTICLE VII. INCORPORATOR.

The name and address of the person signing these Articles of Incorporation is:
Terry R. Brooks, 600 Diane Circle, Casselberry, Florida 32707.

ARTICLE VIII. PRE-EMPTIVE RIGHTS.

Every shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the same price per share at which shares are offered to others.

ARTICLE IX. AMENDMENTS.

These Articles of Incorporations may be amended in the manner provided by law. Every amendment shall be approved by the shareholders representing a majority of the outstanding shares of the Corporation entitled to vote thereon.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on this 29 day of Jan, 1998.


TERRY R. BROOKS

STATE OF FLORIDA
COUNTY OF SEMINOLE

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, TERRY R. BROOKS, to me well known to be the person described in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed the same freely and voluntarily and for the purposes therein expressed. TERRY R. BROOKS presented _____

PERSONALLY KNOWN as identification.

WITNESS my hand and official seal at Winter Springs, County of Seminole, State of Florida, this 29th day of JUNE, 1998.



Thomas A. Binford
Notary Public

CERTIFICATE OF REGISTERED AGENT
FOR
TOP PRIORITY PRODUCTIONS, INC.

DESIGNATION

I, TERRY R. BROOKS, as the Incorporator named in the Articles of Incorporation of TOP PRIORITY PRODUCTIONS, INC., a corporation for profit, hereby designate TERRY R. BROOKS as Registered Agent for the service of process within the State of Florida for TOP PRIORITY PRODUCTIONS, INC. Registered Agent does business and is located at 600 Diane Circle, Casselberry, Florida 32707. This designation is made in conformity with Florida Statutes Sections 48.091 and 607.1501 - .1505.


TERRY R. BROOKS

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TALLAHASSEE, FLORIDA

ACCEPTANCE

I, TERRY R. BROOKS, doing business at the street address of 600 Diane Circle, Casselberry, Florida 32707, do hereby consent to my appointment as Registered Agent for the service of process upon TOP PRIORITY PRODUCTIONS, INC., a Florida corporation. I am familiar with and accept the obligations provided for in Florida Statutes Sections 48.091 and 607.1501 - .1505.


TERRY R. BROOKS