

P98000060111

KATFISH PRODUCTIONS, INC.
4706-A S.E. 11TH PLACE
CAPE CORAL, FLORIDA 33904

(941) 549-7493

June 30, 1998

Corporate Records Bureau
Division of Corporations
Department of State
P O Box 6327
Tallahassee, FL 32301

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-07/06/98--01122--003
***122.50 ***122.50

Dear Sir or Madam:

As Incorporator of the above named corporation, I am requesting a Charter from the State of Florida in order to start a business as a corporation in Florida.

Enclosed are the following papers, together with my check:

- a. Original and one copy of Certificate of Incorporation for filing and approval by your office.
- b. Certificate of Registered Agent;
- c. Check to cover fees and costs in the amount of \$122.50

\$35.00 to file Certificate
\$52.50 for certified copy
\$35.00 for Registered Agent Designation

Please return the certified copy as soon as possible.

Very truly yours,



JULIUS SZALAY
PRESIDENT
KATFISH PRODUCTIONS, INC.

DMC
7-8-98

enclosure

FILED
98 JUL -6 AM 8:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
KATFISH PRODUCTIONS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. CORPORATION NAME

The name of the corporation is:

KATFISH PRODUCTIONS, INC.

The address of the corporation is:

4706-A S.E. 11TH PLACE
CAPE CORAL, FLORIDA 33904

ARTICLE II. NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III. CAPITAL STOCK

The maximum number of share of stock that this Corporation is authorized to issue and have outstanding at any one time is 1,000 shares of common stock with a par value of \$1. (one dollar) per share.

ARTICLE IV. TERM OF EXISTENCE

This corporation shall have perpetual existence commencing upon issuance of the certificate of incorporation from the Secretary of State.

**ARTICLE V. REGISTERED AGENT AND INITIAL REGISTERED
OFFICE**

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

JULIUS SZALAY
4706-A S. E. 11TH PLACE
CAPE CORAL, FLORIDA 33904

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

ARTICLE VI. BOARD OF DIRECTORS

This Corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by by-laws adopted by the stockholders, but shall never be less than one.

ARTICLE VII. INITIAL DIRECTOR

The name of the initial director of this Corporation and the street address is:

JULIUS SZALAY
4706-A S.E. 11TH PLACE
CAPE CORAL, FLORIDA 33904

The person named as the initial director shall hold office for the first year of existence of this Corporation or until their successors are elected or appointed and have qualified, whichever occurs first.

ARTICLE VIII. INCORPORATOR

The name and address of the person signing these Articles of Incorporation as the INCORPORATOR is:

JULIUS SZALAY
4706-A S.E. 11TH PLACE
CAPE CORAL, FLORIDA 33904

ARTICLE IX. 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 stockholders and approved at a stockholders meeting by at least a majority of the stockholders entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned, as INCORPORATOR, has executed the foregoing Articles of Incorporation on this 15th day of July, 1998.


JULIUS SZALAY
INCORPORATOR

BEFORE ME, a Notary Public, personally appeared JULIUS SZALAY, known to be the person described as INCORPORATOR, and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation on this 15th day of July, 1998.

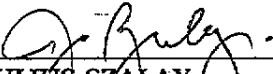
My commission expires:


NOTARY PUBLIC



Eleanor Jane Funk
My Commission CC688023
Expires October 12, 2001

I hereby am familiar with and accept the duties and responsibilities as
Registered Agent for KATFISH PRODUCTIONS, INC.

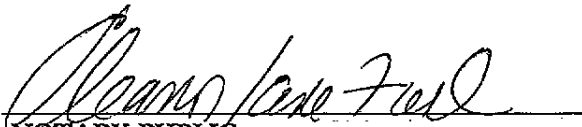


JULIUS SZALAY
REGISTERED AGENT

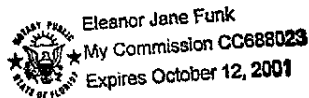
BEFORE ME, a Notary Public, personally appeared JULIUS SZALAY, to me
known to be the person described as Registered Agent and who executed the
foregoing instrument and he acknowledged before me that he executed the
same.

WITNESS, my hand and official seal this 1st day of July,
1998

My Commission Expires:



NOTARY PUBLIC



KATFISH PRODUCTIONS, INC.
4706-A S.E. 11TH PLACE
CAPE CORAL, FLORIDA 33904

FILED
98 JUL -6 AM 8:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS
MAY BE SERVED**

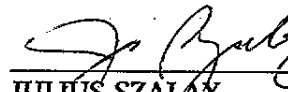
In compliance with Section 48.091, Florida Statutes, the following
is submitted:

First: That KATFISH PRODUCTIONS INC. is desiring to organize or
qualify under the law of the State of Florida with its principal place of
business at 4706-A S.E. 11TH PLACE, CITY OF CAPE CORAL, STATE OF
FLORIDA, 33904, has named JULIUS SZALAY, located at 4706-A S.E. 11TH
PLACE, CAPE CORAL, FLORIDA 33904 as its agent to accept service of process
within Florida.


JULIUS SZALAY
PRESIDENT

7/1/98
DATE

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


JULIUS SZALAY
REGISTERED AGENT

7/1/98
DATE