



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 888713 128273A

AUTHORIZATION :

Patricia Pizote

COST LIMIT : \$ 122.50

ORDER DATE : July 13, 1998

ORDER TIME : 2:18 PM

ORDER NO. : 888713-005

CUSTOMER NO: 128273A

300002587363--G

CUSTOMER: Kim Booker, Esq
KIM C. BOOKER, P.A.

170 Bloxham Avenue

Orange City, FL 32763

DOMESTIC FILING

NAME: GIRLFRIEND PRODUCTIONS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christopher Smith

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL 13 AM 9:20

RECEIVED
98 JUL 13 PM 3:26
DIVISION OF CORPORATIONS

g 7/14/98

ARTICLES OF INCORPORATION

FOR

GIRLFRIEND PRODUCTIONS, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL 13 AM 9:20

In compliance with the provisions of Chapter 607, Florida Statutes, the undersigned, for the purpose of forming a corporation, does hereby make, subscribe, acknowledge and file in the office of the Secretary of State of the State of Florida, as the Articles of Incorporation of GIRLFRIEND PRODUCTIONS, INC., a Florida corporation, the following, to wit:

Article I - Corporate Name

The name of the corporation is as follows:

GIRLFRIEND PRODUCTIONS, INC.

Article II - Duration

This corporation shall exist perpetually unless dissolved in accordance with its Bylaws or pursuant to Florida law.

Article III - Purpose

The corporation is organized for the purpose of engaging in the business of production and related activities or business permitted under the laws of the United States and State of Florida.

Article IV - Capital Stock

The corporation is authorized to issue one hundred shares (100) of common stock which shall be designated as "Common Shares."

Article V - Initial Registered Office and Agent

The principal office, if known or the mailing address of the corporation:

Post Office Box 1448
DeLand, Florida 32721-1448

The name and street address of the Initial Registered Agent of this corporation is:

Elizabeth M. Bowne
1250 8th Avenue
DeLand, Florida 32724

Article VI - Initial Board of Directors

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than one (1). The name and address of the initial directors of the corporation are as follows:

Elizabeth M. Bowne
1250 8th Avenue
DeLand, FL 32724

and

Debora L. Porter
1250 8th Avenue
DeLand, FL 32724

Article VII - Incorporators

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

Elizabeth M. Bowne
1250 8th Avenue
DeLand, FL 32724

IN WITNESS WHEREOF the undersigned subscriber has executed these Articles of Incorporation this 9th day of July, 1998.



Elizabeth M. Bowne

STATE OF FLORIDA
COUNTY OF VOLUSIA

The foregoing instrument was acknowledged before me this 9th day of July, 1998 by ELIZABETH M. BOWNE, who has produced _____ as identification and who did not take an oath.



KIM C BOOKER
My Commission CC523034
Expires Jan. 07, 2000


Notary Public

ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby accept the designation of Registered Agent and agree to comply with all laws governing Registered Agents.


Elizabeth M. Bowne

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL 13 AM 9:20