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FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 JUL 17 AM 9:31

July 15, 1998

Secretary of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, Florida 32314

Re: **Shakti Yoga Productions, Inc.**

Dear Sir/Madame:

Enclosed for filing are an original and one copy of the Articles of Incorporation for the above-referenced corporation. Please file the original, certify the copy and return the certified copy to the undersigned at the address above.

Also enclosed is a check issued by the Registered Agent in the amount of \$122.50 representing the filing fees and fees for a certified copy. If you have any questions, please contact the undersigned at 305-789-3545. Thank you for your prompt attention to this matter.

Very truly yours,

*Jackie Gerstenfeld*  
Jackie Gerstenfeld  
Corporate Legal Assistant

/jjg  
Enclosures  
cc: Wayne Krassner

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D. BROWN JUL 21 1998

**ARTICLES OF INCORPORATION**  
**OF**  
**SHAKTI YOGA PRODUCTIONS, INC.**

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DIVISION OF CORPORATIONS  
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**ARTICLE I - NAME AND ADDRESS**

The name of this corporation is **SHAKTI YOGA PRODUCTIONS, INC.** (the "Corporation"). The address of the principal office and the mailing address of the Corporation is 210A 23<sup>rd</sup> Street, Miami Beach, Florida 33139.

**ARTICLE II - PURPOSE**

The Corporation is organized for the purpose of transacting any and all lawful business.

**ARTICLE III - CAPITAL STOCK**

The aggregate number of shares which the Corporation shall have authority to issue is One Thousand (1,000) shares of common stock, all of which are to have a par value of One Cent (\$.01) per share. The Board of Directors shall fix the consideration to be received for each share. Such consideration shall consist of any tangible or intangible property or benefit to the Corporation, including cash, promissory notes, services performed or written promises to perform services and shall have a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

ARTICLE IV - INITIAL REGISTERED

OFFICE AND AGENT

The street address of the initial registered office of the Corporation and the name of the initial registered agent of the Corporation at such office is:

<u>Name</u>	<u>Address</u>
Sheryl Hurwit	150 West Flagler Suite 2200 Miami, FL 33130

ARTICLE V - COMMENCEMENT

The Corporation shall commence on the date on which these Articles of Incorporation are filed with the Secretary of State.

ARTICLE VI - INITIAL

BOARD OF DIRECTORS

The initial Board of Directors of the Corporation shall be comprised of one person. The number of directors may be increased and thereafter either increased or decreased from time to time as provided for in the Bylaws of the Corporation, but shall never be less than one. The name and address of the sole member of the initial Board of Directors of the Corporation is:

<u>Name</u>	<u>Address</u>
Wayne Krassner	210A 23 <sup>rd</sup> Street Miami Beach, FL 33139

#### ARTICLE VII - INCORPORATOR

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

<u>Name</u>	<u>Address</u>
Wayne Krassner	210A 23 <sup>rd</sup> Street Miami Beach, FL 33139

#### ARTICLE VIII - BYLAWS

The power to alter, amend or repeal the Bylaws shall be vested in each of the Board of Directors and the shareholders of the Corporation.

#### ARTICLE IX - INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director of the Corporation, to the fullest extent permitted by law.

#### ARTICLE X - AMENDMENT

The Corporation reserves to its shareholders the right to amend or repeal any provisions now or hereafter contained in these Articles of Incorporation. Any rights which these Articles may confer upon the Corporation may be modified or canceled by a vote of the shareholders to amend or repeal said Articles.

IN WITNESS WHEREOF, the undersigned has executed these Articles of  
Incorporation this 11 day of July, 1998.

Wayne Krassner  
Wayne Krassner, Incorporator

ACCEPTANCE OF APPOINTMENT

OF

REGISTERED AGENT

I hereby accept the appointment as registered agent contained in the foregoing  
Articles of Incorporation and state that I am familiar with and accept the obligations of Section  
607.0501 of the Florida Statutes.

Sheryl Harwit  
Sheryl Harwit, Registered Agent

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