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TO: DIVISION OF CORPORATIONS

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FROM: FAS-T CORP. AGENTS, INC.
CONTACT: LIDIA FERNANDEZ
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NAME: JIM GUNN PRODUCTIONS, INC.

AUDIT NUMBER.....H98000013470

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..1

PAGES.....4

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FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

July 23, 1998

FAS-T CORP. AGENTS, INC.

SUBJECT: JIM GUNN PRODUCTIONS, INC.
REF: W98000016729

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Neysa Culligan
Document Specialist

FAX Aud. #: H98000013470
Letter Number: 698A00038909

ARTICLES OF INCORPORATION

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be: JIM GUNN PRODUCTIONS, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

2805 East Oakland Park Blvd.
No. 445
Fort Lauderdale, Fl. 33306

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

One Thousand (1000) Shares

ARTICLE IV PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights.

PREPARED BY:
LAW OFFICE OF MICHAEL I. SANTUCCI, P.A.
4901 North Federal highway
Suite 440
Ft. Lauderdale, Fl. 33308
(954) 492-0071
Fl. Bar# 0105260

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ARTICLE V RESTRICTIONS ON TRANSFER OF SHARES

No shares shall be issued or transferred without the express approval of the board of Directors.

ARTICLE VI BOARD OF DIRECTORS

The number of directors constituting the initial board of directors shall be one (1), and the name and address of the person who is to serve as director until the first annual meeting of the shareholders or until his successors are elected and qualified is:

James L. Gauthier III
1162 Saint Georges Avenue
Suite 279
Avenel, N.J. 07001

ARTICLE VII OFFICERS

The name of the initial president shall be:

James L. Gauthier III
1162 Saint Georges Avenue
Suite 279
Avenel, N.J. 07001

ARTICLE VIII INITIAL REGISTERED AGENT/ADDRESS

The name and address of the initial registered agent is:

Michael I. Santucci, P.A.
4901 North Federal Highway
Suite 440
Fort Lauderdale, Fl. 33308

Prepared by:
LAW OFFICES OF
MICHAEL I. SANTUCCI, P.A.
4901 North Federal Highway
Suite 440
Fort Lauderdale, Fl. 33308
Telephone: (954) 492-0071
Florida Bar No. 0103260

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ARTICLE IX INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

James L. Gauthier III
1162 Saint Georges Avenue
Suite 279
Avenel, N.J. 07001

The undersigned incorporator has executed these Articles of Incorporation this 20 day
of July, 1998.


James L. Gauthier III

Prepared By:
LAW OFFICES OF
MICHAEL L. SANTINI, P.A.
4901 North Federal Highway
Suite 440
Fort Lauderdale, FL 33308
Telephone: (954) 492-0071
Florida Bar No. 0103260

Printed by GUNN PRODUCTIONS, INC. At

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CERTIFICATE OF DESIGNATION OF REGISTERED AGENT

PURSUANT TO FL. STAT. 607.0501, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: JIM GUNN PRODUCTIONS, INC.
2. The name and address of the registered agent is:

MICHAEL I. SANTUCCI, P.A.
4901 North Federal Highway
Suite 440
Fort Lauderdale, Fl. 33308

HAVING BEEN NAMED AS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I 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.

7/29/98
DATE

BY:


Michael I. Santucci, Esquire

Prepared By:
LAW OFFICES OF
MICHAEL I. SANTUCCI, P.A.
4901 North Federal Highway
Suite 440
Fort Lauderdale, Fl. 33308
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