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PORTER & JESSELL

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CRIMINAL DEFENSE
FAMILY LAW
PERSONAL INJURY
WILLS AND PROBATE

August 7, 1998

Corporate Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, Florida 32314

300002612053--2
-08/10/98-01067-017
****122.50 ****122.50

Re: Chameleon Video and Film, Inc.

Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation and the Designation and Acceptance of the Resident Agent, regarding the above corporation.

Please file the original and return a certified copy of same to this office after filing.

Also enclosed please find my check in the amount of \$122.50 to cover the following:

1. Filing fee	\$ 35.00
2. Resident Agent fee	35.00
3. Certified copy	52.50
	\$122.50

Your cooperation in this matter is very much appreciated.

Very truly yours,

PORTER & JESSELL

By James R. Jessell
James R. Jessell (C.J.)

JRJ/aj
enc.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 AUG 10 AM 9:00
8/13/98

8/13/98

ARTICLES OF INCORPORATION

OF

CHAMELEON VIDEO AND FILM, INC.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt the following Articles of Incorporation.

ARTICLE ONE

The name of the corporation is CHAMELEON VIDEO AND FILM, INC.

ARTICLE TWO

The term of existence of the corporation is perpetual.

ARTICLE THREE

The corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE FOUR

The aggregate number of shares which the corporation has authority to issue is 100 shares, all of which shall be common shares with \$1.00 par value.

ARTICLE FIVE

The principal office, and the street address of the initial registered office of the corporation, is 4630 Rockwood Circle, North Fort Myers, Florida 33903, and the name of the initial registered agent at such address is TIMMY LOREN BAKER.

ARTICLE SIX

The Board of Directors of the corporation shall consist of two members.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 AUG 10 AM 9:09

The names and addresses of the first Board of Directors are:

TIMMY LOREN BAKER	4630 Rockwood Circle North Fort Myers, FL 33903
TOMETTE M. BAKER	4630 Rockwood Circle North Fort Myers, FL 33903.

ARTICLE SEVEN

The names and addresses of the incorporators are:

TIMMY LOREN BAKER	4630 Rockwood Circle North Fort Myers, FL 33903
TOMETTE M. BAKER	4630 Rockwood Circle

ARTICLE EIGHT

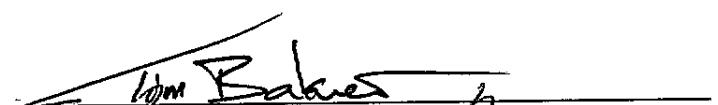
This corporation shall be organized to comply with the provisions of Subchapter S of the Internal Revenue Code, 26 U.S.C. 1361 et. seq., and shall take all actions necessary to obtain and maintain its status as an S corporation as defined therein.

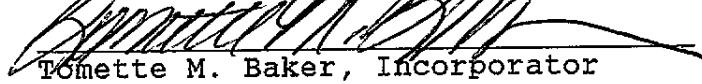
ARTICLE NINE

The corporation shall be deemed to commence its existence on the date these Articles of Incorporation are filed with the Secretary of State of the State of Florida.

IN WITNESS WHEREOF, we have subscribed our names hereto this

7th day of August, 1998.


Timmy Loren Baker, Incorporator


Tomette M. Baker, Incorporator

STATE OF FLORIDA)
COUNTY OF LEE)

7th The foregoing instrument was acknowledged before me this
day of August, 1998, by TIMMY LOREN BAKER and
TOMETTE M. BAKER, who are personally known to me, OR who produced
Florida Drivers License as identification.

Ann Jessell
Notary Public, State of Florida
Print name: ANN JESSELL

(SEAL)



Ann Jessell
MY COMMISSION # CC737653 EXPIRES
July 21, 2002
BONDED THRU TROY FAIR INSURANCE, INC

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 CHAMELEON VIDEO AND FILM, INC.
(NAME OF CORPORATION)

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA,
WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF North Fort Myers
(CITY)

STATE OF Florida, HAS NAMED TIMMY LOREN BAKER
(STATE) (NAME OF RESIDENT AGENT)

LOCATED AT 4630 Rockwood Circle, North Fort Myers, FL 33903,
(STREET ADDRESS AND NUMBER OF BUILDING,
POST OFFICE BOX ADDRESSES ARE NOT ACCEPTABLE)

CITY OF North Fort Myers, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT
(CITY)

SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE

(CORPORATE OFFICER)

Tomette M. Baker

TITLE Secretary-Treasurer

DATE 8/7/98

98 AUG 6
AM 9:09
DIVISION OF SECRETARY OF STATE
CORPORATIONS
FILED
ACCEPTED

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED 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.

SIGNATURE

Tim Baker
(RESIDENT AGENT)

Timmy Loren Baker

DATE 8/7/98