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TRANSMITTAL LETTER

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Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: Silver Lion Productions INC.
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate

\$122.50
Filing Fee
& Certified Copy

\$131.25
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Gary M Brice
Name (Printed or typed)

642 N.W. N River drive Apt 103
Address

Stuart, Florida 34997
City, State & Zip

561-485-1114
Daytime Telephone number

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 SEP 18 AM 8:47

FILED

NOTE: Please provide the original and one copy of the articles.

T. SMITH SEP 22 1998

ARTICLES OF INCORPORATION
OF
SILVER LION PRODUCTIONS, INC.

FILED
98 SEP 18 AM 8:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We the undersigned, hereby associate ourselves together for the purpose of becoming a corporation under the Laws of the State of Florida by and under the provisions of the Statues of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a corporation for profit.

ARTICLE 1

NAME OF CORPORATION

The name of this corporation shall be

SILVER LION PRODUCTIONS, INC.

ARTICLE II

GENERAL NATURE OF BUSINESS

The corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III

STOCK

The authorized capital stock of this corporation shall consist of 100 shares of common stock at the par value of \$1.00 per share, which shall be issued for such consideration as may be fixed by the Board of directors of the corporation.

ARTICLE IV

CAPITAL

The amount of capital with which the corporation shall begin business shall not be less than \$ 100.00.

ARTICLE V

CORPORATE EXISTENCE

This corporation shall commence its existence as of the date corporation is filed and shall exist perpetually unless dissolved according to law.

ARTICLE VI

POST OFFICE ADDRESS

The post office address of the principal office of this corporation shall be 3680 INTERSTATE PARK ROAD BAY #1
RIVIERA BEACH, FL 33404

ARTICLE VII

NUMBER OF DIRECTORS

The business of the corporation shall be conducted by a Board of Directors consisting of not less than one nor more than thirteen persons, as shall be designated by the By-Laws.

ARTICLE VIII

FIRST BOARD OF DIRECTORS

The names and post office addresses of the members of the first Board of Director, who shall hold office until the annual meeting of the stockholders to be held in the year 1998 and until their successors are elected or appointed and have qualified, are as follow:

<u>NAME</u>	<u>TITLE</u>	<u>POST OFFICE ADDRESS</u>
GARY M. BRICE	PRESIDENT	642 NW. N RIVER DR. APT 103 STUART, FL 34997
MICHAEL E. BIVENS	VICE PRESIDENT	642 NW. N RIVER DR. APT 103 STUART, FL 34997

ARTICLE IX

SUBSCRIBER

The names and post office addresses of the subscribers to these Articles of Incorporation, and a Statement of the number of shares subscribed for by them, are follows:

<u>NAMES</u>	<u>POST OFFICE ADDRESS</u>	<u>SHARES</u>	<u>CONSIDERATION</u>
GARY M. BRICE	642 NW. N RIVER DR. APT.103 STUART, FL 34997	51	\$51.00
MICHAEL E. BIVENS	642 NW. N RIVER DR. APT.103 STUART, FL 34997	49	\$49.00

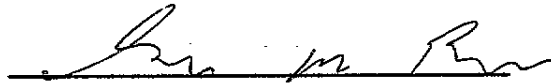
ARTICLE X

SPECIAL PROVISIONS

(a) No holder of stock of the corporation of any class shall have any preferential, preemptive or other right to subscribe for or to purchase from the corporation any stock of the corporation of any class whether or not now authorized, to purchase any bonds, certificates of indebtedness, debentures, notes, obligations or not the same shall be convertible into stock of the corporation of any class or shall entitle the owner or holder to purchase stock of the corporation of any class.

(b) No contract or other transaction between the corporation and any other corporation, in absence of fraud, shall be affected or invalidated by the fact that any director or directors of the corporation is a party or are parties to or interested in such contract, act or transaction, or in any way connected with such person or persons, firm, or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in anywise interested. Any director of the corporation may vote upon any contract or other transaction between the corporation and any subsidiary or controlled corporation without regard to the fact

IN WITNESS WHEREOF, We, the undersigned, being the original subscribers to the capital stock hereinbefore named, have hereunto set our hand and seal this 16th day of SEPTEMBER, 1998.



GARY M. BRICE - INCORPORATOR

CERTIFICATE DESIGNATING CHANGE OF PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THE STATE NAMING AGENT UPON WHOM MAY BE SERVED.

In the pursuance of Chapter 48.091, Florida States, the following is submitted, in compliance with said act:

First - That SILVER LION PRODUCTIONS, INC. qualified to do business under the laws of the State of Florida with its principal office at 3680 INTERSTATE PARK ROAD BAY #1 country of PALM BEACH, State of Florida has appointed GARY M. BRICE City of RIVIERA BEACH, County of PALM BEACH, State of Florida, as its legal agent to accept service of process within the state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above corporation, at place designated in this certificate, I hereby accept in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.



GARY M. BRICE

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98 SEP 18 AM 8:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA