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J. MAURICE FINKEL P.A.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

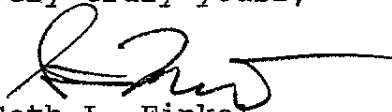
September 15, 1998

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

Re: Covenant Productions, Inc.

Enclosed are original and one copy of Articles of Incorporation and check in the amount of \$122.50. Please return a certified copy to me.

Very truly yours,



Seth L. Finkel
SLF/wp
enclosure

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ARTICLES OF INCORPORATION

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OF

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COVENANT PRODUCTIONS, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a business corporation.

ARTICLE I

The name of the corporation ("Corporation") is COVENANT PRODUCTIONS, INC.

ARTICLE II

The street address of the principal office of the Corporation is 2457 Lob Lolly Lane, Deerfield Beach, Florida 33442.

ARTICLE III

The maximum number of shares this Corporation is authorized to issue is 200, all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE IV

The initial street address of the Corporation's registered office is 2457 Lob Lolly Lane, Deerfield Beach, Florida 33442. The registered agent for the Corporation at that address is EDWARD D. PEPLIN.

ARTICLE V

The name and street address of the persons signing these articles of incorporation are:

Name	Address
EDWARD D. PEPLIN	2457 Lob Lolly Lane Deerfield Beach, Florida 33442
Caroline M. Peplin	2457 Lob Lolly Lane Deerfield Beach, Florida 33442

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation on this ____ day of August, 1998.

Edward D. Peplin
Name: EDWARD D. PEPLIN

Caroline M. Peplin
Name: CAROLINE M. PEPLIN

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for COVENANT PRODUCTIONS, INC., at the place designated in the Articles of Incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).

Edward D. Peplin
Name: EDWARD D. PEPLIN

Dated this ____ day of August, 1998.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA