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October 20, 1998

Secretary of State
Div. of Corporations
Attn.: New Filings
P.O. Box 6327
Tallahassee, FL 32314

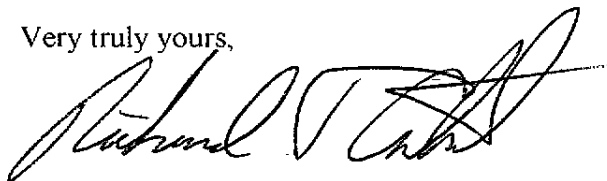
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-10/22/98--01019--008
****122.50 *****78.75

Re: Bearded Fish Productions, Inc.

Dear Sir or Madam:

Please file the enclosed Articles of Incorporation and send me a certificate of registration for the above client. I have enclosed an extra copy of the Articles which I request be stamped as filed and returned to me along with the certificate of registration. My check in the sum of \$122.50 is enclosed. Thank you.

Very truly yours,



Richard T. Catalano
encl.
cc: Bearded Fish Productions

FILED
98 OCT 22 PM 2:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Richard GAVE
AUTHORIZATION BY PHONE TO
CORRECT date
DATE 10/23/98
DOC. EXAM TA

TA-10/23/98

**ARTICLES OF INCORPORATION
OF
BEARDED FISH PRODUCTIONS, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

These articles are filed in compliance with Chapter 607, Florida Statutes. The undersigned incorporator to these Articles of Incorporation hereby forms a corporation under the laws of the State of Florida as follows:

ARTICLE I - NAME

The name of the corporation is Bearded Fish Productions, Inc.

ARTICLE II - TERM OF EXISTENCE

The date when corporate existence shall commence shall be the date of the filing of these Articles of Incorporation by the Office of the Secretary of State of the State of Florida and the corporation shall have perpetual existence thereafter.

ARTICLE III - PURPOSES

This corporation is organized for any and all lawful purposes.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue one hundred (100) shares of one dollar (\$1.00) par value common stock which shall all be of one class of Common shares.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock or authorized but unissued stock of this corporation of the same kind, class or series as that which he or she already holds, shall have the right to purchase his or her pro-rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is at 5999 Central Avenue, Suite 103, St. Petersburg, Florida, 33710, and the name of the initial registered agent of this corporation at that address is Richard T. Catalano, Esq. **The Principal Office address is 16057 Tampa Palms Blvd., #358, Tampa, Florida 33647.**

ARTICLE VII - MANAGEMENT OF CORPORATION BY SHAREHOLDERS

All corporate powers shall be exercised by or under the authority of and the business and affairs of this corporation shall be managed under the direction of the shareholders of this corporation.

ARTICLE VIII - INCORPORATOR

The name and street address of the incorporator signing these Articles of Incorporation is Richard T. Catalano, Esq., 5999 Central Avenue, Suite 103, St. Petersburg, Florida 33710.

ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

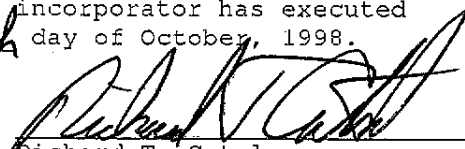
ARTICLE X - DISQUALIFICATION OF SHAREHOLDER, OFFICER, AGENT OR EMPLOYEE

If any officer, shareholder, agent or employee of this corporation who has been rendering professional service to the public becomes legally disqualified to render such professional services within this state or accepts employment that, pursuant to the existing law, places restrictions or limitations upon his continued rendering of such professional services, he shall sever all employment with, and financial interests in, this corporation forthwith.

ARTICLE XI - AMENDMENT OF ARTICLES

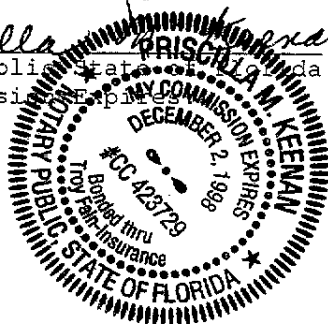
This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 20th day of October, 1998.


Richard T. Catalano

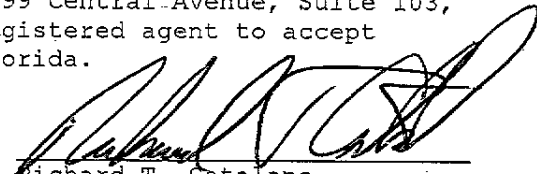
SWORN TO AND SUBSCRIBED before me
this 20 day of October, 1998,
by Richard T. Catalano, who is
personally known to me.


Notary Public, State of Florida
My Commission Expires



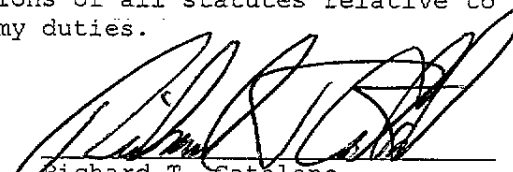
**CERTIFICATE DESIGNATING REGISTERED AGENT
AND STREET ADDRESS FOR SERVICE OF
PROCESS WITHIN FLORIDA**

Pursuant to Florida Statute 48.091, Bearded Fish Productions, Inc., desiring to organize under the laws of the State of Florida, hereby designates Richard T. Catalano, 5999 Central Avenue, Suite 103, St. Petersburg, Florida, 33710, as its registered agent to accept service of process within the State of Florida.


Richard T. Catalano

ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent and designated to accept service of process for the above-stated corporation, at the place designated herein, 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.


Richard T. Catalano

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA