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TRANSMITTAL LETTER

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT 23 PM 4:15

(Date) 10/21/98

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

100002670911--2
-10/23/98--01027--013
****122.50 *****78.75

Subject: **SILVER PELICAN PRODUCTIONS, INC.**

Enclosed is an original and one copy of the Articles of Incorporation, Certificate of Designated Agent and our check for \$122.50 which includes \$52.50 for a "Certified Copy" of our Incorporation.

THANK YOU

Ralph S. Stewart
176 Appian Street
Port Charlotte, Florida 33954
941/255-1160

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ARTICLES OF INCORPORATION
OF
SILVER PELICAN PRODUCTIONS, INC.

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

ARTICLE ONE - NAME

The name of the corporation shall be: **SILVER PELICAN PRODUCTIONS, INC.**

ARTICLE TWO - PRINCIPAL OFFICE

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

**176 Appian Street
Port Charlotte, Florida 33954
941/255-1160**

ARTICLE THREE - SHARES

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

ONE THOUSAND SHARES - PAR VALUE ONE DOLLAR PER SHARE

ARTICLE FOUR - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

**Ralph S. Stewart
176 Appian Street
Port Charlotte, Florida 33954
941/255-1160**

ARTICLE FIVE - INCORPORATORS

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

**Ralph S. Stewart
176 Appian Street
Port Charlotte, Florida 33954**

ARTICLE SIX - MANAGEMENT AND REGULATIONS

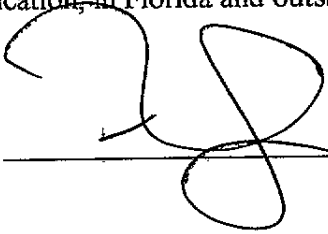
1. The Fiscal Year of the Corporation shall end on **September 30th**.
2. The date of the Annual Meeting for the shareholders of the Corporation shall be **April first**. Should that date fall on a weekend or holiday, the date of the Annual Meeting shall be the Wednesday immediately preceding the stated date of the Annual Meeting.
3. All other management decisions shall be at the discretion of the board of directors.

ARTICLE SEVEN - PROVISIONS FOR PERSONAL LIABILITY OF SHAREHOLDERS

No personal liability.

ARTICLE EIGHT - PURPOSE

The purpose of this corporation is to promote, sell, produce and manage properties having to do with entertainment and education, in Florida and outside Florida.

Signature of Incorporator: 
Ralph S. Stewart
176 Appian Street
Port Charlotte, Florida 33954
941/255-1160

Date signed: 10/21/98

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**CERTIFICATE OF DESIGNATED AGENT
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is **SILVER PELICAN PRODUCTIONS, INC.**
2. The name and address of the registered agent and office is:

**Ralph S. Stewart
176 Appian Street
Port Charlotte, Florida 33954
941/255-1160**

HAVING BEEN NAMED AS REGISTERED AGENT AND 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.

Signature _____

Date _____

10/21/98