

Law office of
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Kelly M. Feeley
Benjamin G. DeBerg

Lobby Sullivan, Esq., B.S.
Certified Arbitrator

October 30, 1998

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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-11/05/98--01020--020
*****78.75 *****78.75

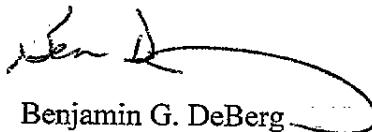
RE: SUBJECT: Wehrmacht Productions, Inc.

Dear Sir or Madam:

Enclosed please find an original and one copy of the Articles of Incorporation and Certificate of Designation of Registered Agent for Wehrmacht Productions, Inc. along with a check for \$78.75.

If I can be of any assistance in processing this claim, please do not hesitate to call.

Sincerely,


Benjamin G. DeBerg

BGD/aed
Enclosures

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98 NOV -5 AM 9:34
SECRETARY OF STATE
TALLAHASSEE FLORIDA

NOV 6 1998

ARTICLES OF INCORPORATION

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

ARTICLE I; NAME

The name of the corporation shall be:

Wehrmacht Productions, Inc.

ARTICLE II; PRINCIPLE OFFICE

The principle office of business and mailing address of this corporation shall be:

3601 East Trapnell Road
Plant City, Florida 33566

ARTICLE III; SHARES AUTHORIZED

The number of shares the corporation is authorized to issue:

Ten (10)

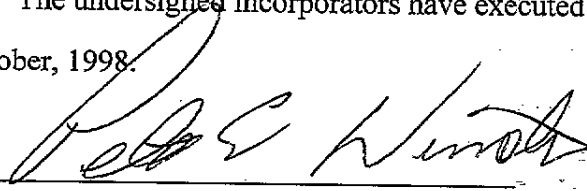
ARTICLE IV; INITIAL REGISTERED AGENT AND STREET ADDRESS

Benjamin G. DeBerg
9075 Seminole Boulevard, Suite C
Seminole, Florida 33772

ARTICLE V; INCORPORATORS

Peter E. Winston
3601 East Trapnell Road
Plant City, Florida 33566

The undersigned incorporators have executed these articles of incorporation this 29 day of
October, 1998.


Peter E. Winston

Name of Corporation: Wehrmacht Productions, Inc.

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SEC. OF STATE
TALLAHASSEE FLORIDA

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, 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:

Wehrmacht Productions, Inc.

2. The name and address of the registered agent and office is:

Benjamin G. DeBerg
9075 Seminole Boulevard, Suite C
Seminole, Florida 33772

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 further with and accept the obligations of my position as registered agent.


Benjamin G. DeBerg

10/29/98
Date

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FLORIDA 32314

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SECRETARY OF STATE
TALLAHASSEE FLORIDA