



THE UNITED STATES
CORPORATION
COMPANY

P98000099062

ACCOUNT NO. : 072100000032

REFERENCE : 043007 81599A

AUTHORIZATION :

Patricia Piguet

COST LIMIT : \$ 78.75

ORDER DATE : November 24, 1998

ORDER TIME : 1:31 PM

ORDER NO. : 043007-005

100002695821--4

CUSTOMER NO: 81599A

CUSTOMER: Marc P. Ossinsky, Esq
MARC P. OSSINSKY, P.A.
MARC P. OSSINSKY, P.A.
210 North Wymore Road

Winter Park, FL 32789

DOMESTIC FILING

NAME: SILENT PRODUCTIONS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christopher Smith

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV 24 AM 9:57

g 11/25/98
NOV 24 1998
FBI 1:55

ARTICLES OF INCORPORATION

OF

SILENT PRODUCTIONS, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV 24 AM 9:57

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, do hereby adopt the following Articles of Incorporation:

Article 1. Name and Address. The name and address of the Corporation is:

SILENT PRODUCTIONS, INC.
c/o 210 N. Wymore Rd., Winter Park, FL 32789

Article 2. Duration. The duration of the Corporation is perpetual.

Article 3. Purpose. The general purposes for which the Corporation is organized are the following:

- a. to engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way;
- b. to do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them;

Article 4. Capital Stock. The aggregate number of shares which the Corporation is authorized to issue is 1,000 shares of common stock. Such shares shall be of a single class and shall have a par value of \$1.00 per share.

Article 5. Initial Registered Office and Agent. The street address of the initial registered office of the Corporation is 210 N. Wymore Rd., Winter Park, FL 32789 and the name of its initial Registered Agent at that address is Marc P. Ossinsky.

Article 6. Initial Board of Directors. The number of Directors constituting the initial Board of Directors is one. The number of Directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than one (1). The name and address of each initial Director of the Corporation is as follows:

Name

Address

Russell R. Rothan

c/o 210 N. Wymore Rd., Winter Park, FL 32789

Article 7. Incorporators. The name and address of each Incorporator is as follows:

Russell R. Rothan
c/o 210 N. Wymore Rd., Winter Park, FL 32789

Article 8. Amendment. The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

Article 9. Indemnification. The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by law.

Article 10. Rights of Initial Directors. Each of the initial Directors shall have the right to be a Director of the Corporation as long as that respective Director is a Shareholder of the Corporation. By acquiring stock in this Corporation, each Shareholder agrees to abide by this right and to elect each of the initial Directors named in these Articles of Incorporation to the office of Director as long as that Director is a Shareholder of the Corporation. This Article may not be amended in any way without the written consent of each of the initial Directors who is a Shareholder of the Corporation at the time of the amendment.

Article 11. Bylaws. The power to adopt, alter, amend, and repeal the Bylaws shall be vested in the Board of Directors, but all alterations, amendments, and repeals of the Bylaws must be approved by a majority of the Shareholders.

Article 12. Commencement of Corporate Existence. In accordance with Fla. Stat. § 607.0203, the date when corporate existence shall commence is November 24, 1998.

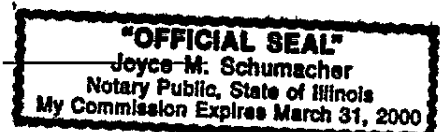
IN WITNESS WHEREOF, the undersigned have signed these Articles of Incorporation on this 20th day of November, 1998.

P/R
STATE OF FLORIDA)
COUNTY OF ORANGE)
Co/K

Russell R. Rothan
Russell R. Rothan, Incorporator

The foregoing instrument was acknowledged before me this 20 day of November, 1998, by Russell R. Rothan as Incorporator of SILENT PRODUCTIONS, INC., a corporation, on behalf of the corporation, who is personally known or produced DRIVERS LICENSE as identification.

Joyce M. Schumacher
Notary Public
My Commission expires:



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON
UPON WHOM PROCESS MAY BE SERVED,
AND ACCEPTANCE BY REGISTERED AGENT**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

SILENT PRODUCTIONS, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business c/o 210 N. Wymore Rd., Winter Park, FL 32789, has named Marc P. Ossinsky, located at 210 N. Wymore Rd., Winter Park, FL 32789, as its agent to accept service of process within Florida.



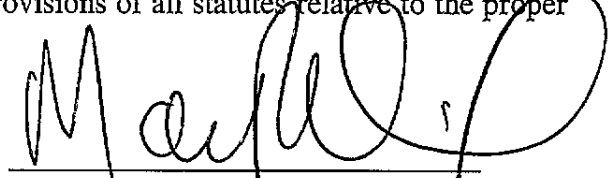
Russell R. Rothan

Incorporator

Title

11/20/98
Date

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further state that I am familiar with and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.



Marc P. Ossinsky, Registered Agent

11/23/98
Date