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FILED
98 DEC -3 PM 1:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

November 5, 1998

Secretary of State
corporate Records Bureau
P.O. Box 6327
Tallahassee, FL 32314

300002701543--4
-12/03/98--01050--016
****122.50 *****78.75

RE: Masterline Productions, Inc.

Dear Gentlemen:

Enclosed herewith are two executed copies of the Articles of Incorporation for the above referenced corporation, along with a check payable to the Secretary of State in the amount of \$122.50.

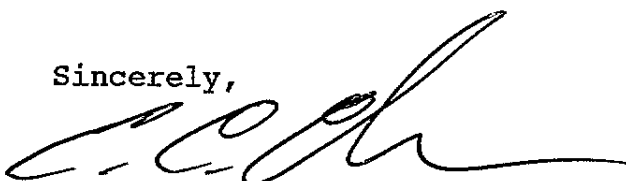
Filing Fee	\$35.00
Certified Copy	52.00
Registered Agent Fee	35.00

TOTAL	<u>\$122.50</u>
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Please return the certified copy to the attention of the undersigned.

Thank you for your cooperation in this matter.

Sincerely,



Eric C. Cheshire, Esq.

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ARTICLES OF INCORPORATION
OF
MASTERLINE PRODUCTIONS, INC.

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TALLAHASSEE, FLORIDA

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

Article 1. The name of the corporation shall be:
MASTERLINE PRODUCTIONS, INC.

Article 2. The address of the principal office of the Corporation is: 2525 Lake Drive, #402
Riviera Beach, FL 33403

Article 3. The Corporation is authorized to issue one class of shares which shall be called common shares. Common shares shall have unlimited voting rights and shall be entitled to receive the net assets of the Corporation upon dissolution. The Corporation is authorized to issue 1,000 common shares.

Article 4. The street address of the initial Registered Office of the Corporation is: 2525 Lake Drive, #402
Riviera Beach, FL 33403

and the name of the Registered Agent is: Ellen A. Tolish

Article 5. The name and address of the Incorporator is as follows: Ellen A. Tolish
2525 Lake Drive, #402
Riviera Beach, FL 33403

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation this 30th day of November, 1998.


ELLEN A. TOLISH

ACCEPTANCE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

I the undersigned person, having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this statement, 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.

DATED: 11-30-98


ELLEN A. TOLISH

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TALLAHASSEE, FLORIDA