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GIBBONS, TUCKER, MILLER, WHATLEY & STEIN

A Professional Association
Attorneys and Counsellors at Law

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FILED
98 DEC 29 AM 8:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

December 28, 1998

IN REPLY REFER TO:
B209/981065

FEDERAL EXPRESS

New Filing Section
Division of Corporations
Department of State
409 E. Gaines Street
Tallahassee, Florida 32301

Re: Ballantyne, Inc.

Ladies and Gentlemen:

200002724982--8
-12/29/98-01059-003
****122.50 *****78.75

Enclosed please find the original and one (1) copy of the Articles of Incorporation for the above-referenced corporation together with our check in the amount of \$122.50 itemized as follows:

Filing Fee	\$ 35.00
Registered Agent Fee	35.00
Certified Copy of Articles	<u>52.50</u>
TOTAL	\$122.50

Kindly file the original of the Articles of Incorporation and certify the copy. Once filing is completed, please forward the certified copy of the Articles of Incorporation to the undersigned.

Very truly yours,

Jacqueline B. Whatley
Jacqueline B. Whatley

JBW/ss

Enclosures

cc: Ballantyne, Inc.

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**ARTICLES OF INCORPORATION
OF
BALLANTYNE, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

BALLANTYNE, INC.

The address of the principal office of this corporation shall be 1021 East Boulevard, Charlotte, North Carolina 28203, and the mailing address of the corporation shall be 1021 East Boulevard, Charlotte, North Carolina 28203.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having \$.10 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 101 E. Kennedy Boulevard, Suite 1000, Tampa, Florida 33602, and the name of the initial registered agent of the corporation at that address is Gibbons, Tucker, Miller, Whatley & Stein, a Professional Association.

ARTICLE V. TERM OF EXISTENCE

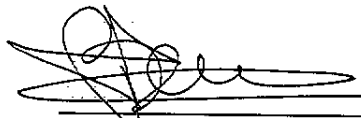
This corporation is to exist perpetually.

ARTICLE VI. INCORPORATOR

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

Eric E. E. Bessem
7300 West Camino Real, Suite 127
Boca Raton, Florida 33433

IN WITNESS WHEREOF, the undersigned has hereunto set his hand on this 16th day
of October, 1998.


Eric E. E. Bessem

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

Gibbons, Tucker, Miller, Whatley & Stein, a Professional Association, whose address is identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 601.0505, Florida Statutes.

GIBBONS, TUCKER, MILLER, WHATLEY
& STEIN, a Professional Association

By:

Jacqueline B. Whatley
Jacqueline B. Whatley, President

Date: October 20, 1998

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