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**DECARLO & KNOERR, P.A.**

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MIAMI BEACH, FL 33139

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February 3, 1999  
VIA FEDERAL EXPRESS

Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

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-02/08/99--01169--017  
\*\*\*\*122.50 \*\*\*\*\*78.75

Re: LISA GAYLORD PRODUCTIONS, INC.

To Whom It May Concern:

Enclosed please find an original and one copy of the Articles of Incorporation of Lisa Gaylord Productions, Inc., a Florida corporation, along with our check in the amount of \$122.50. If the enclosed document meets with your approval, please file it with your Office and return a certified copy to the attention of the undersigned.

In order to expedite the delivery of this document to me, enclosed please find a Federal Express return envelope for your use.

If you have any questions regarding the enclosed document, please do not hesitate to contact the undersigned.

Very truly yours,

*Linda M. Knoerr*  
Linda M. Knoerr

LMK/cb  
Enclosures

*2/8*

*[Signature]*

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TALLAHASSEE FLORIDA

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TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION**  
**OF**  
**LISA GAYLORD PRODUCTIONS, INC.,**  
**A FLORIDA CORPORATION**

The undersigned, acting as Incorporator of LISA GAYLORD PRODUCTIONS, INC., a Florida corporation (the "Corporation") under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such Corporation:

**ARTICLE I**

**NAME AND ADDRESS**

The name of the Corporation is LISA GAYLORD PRODUCTIONS, INC., a Florida corporation, and the street address of the initial principal office of the Corporation is 915-8th Street, Apt. 203, Miami Beach, Florida 33139, and the mailing address of the Corporation is 915- 8<sup>th</sup> Street, Miami Beach, Florida 33139.

**ARTICLE II**

**PURPOSE**

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of the State of Florida.

**ARTICLE III**

**CAPITAL STOCK**

The Corporation is authorized to issue 100,000 shares of \$0.01 par value Common Stock.

**PREPARED BY:** *Linda M. Knoerr, Esquire*  
*DeCarlo & Knoerr, P.A.*  
*1521 Alton Road, #362*  
*Miami Beach, FL 33139*  
*Telephone: (305) 531-2454*  
*Florida Bar No.: 0005363*

**ARTICLE IV**

**INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the Corporation is 1521 Alton Road, #362, Miami Beach, Florida 33139, and the name of the initial Registered Agent of the Corporation at that address is Linda M. Knoerr.

**ARTICLE V**

**INITIAL BOARD OF DIRECTORS**

The Corporation shall initially have one director to hold office until the first annual meeting of shareholders and her successor shall have been duly elected and qualified, or until her earlier resignation, removal from office or death. The number of directors may be either increased or decreased from time to time in accordance with the Bylaws of the Corporation. The name and address of the initial director of the Corporation is as follows:

<u>Name</u>	<u>Address</u>
Lisa Gaylord	915-8 <sup>th</sup> Street, Apt. 203 Miami Beach, FL 33139

**ARTICLE VI**

**INCORPORATOR**

The name and address of the Incorporator of the Corporation is Linda M. Knoerr, Esquire, 1521 Alton Road, #362, Miami Beach, Florida 33139.

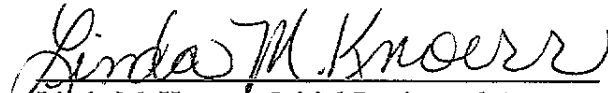
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 5<sup>th</sup> day of February, 1999.

  
\_\_\_\_\_  
Linda M. Knoerr, Incorporator

**ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT**

Having been named as Registered Agent to accept service of process for LISA GAYLORD PRODUCTIONS, INC., at the place designated in the foregoing Articles of Incorporation, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of the Florida Business Corporation Act 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: February 5<sup>th</sup>, 1999

  
Linda M. Knoerr, Initial Registered Agent

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