

P99000022163
Law Office of
Martha A. Chapman, P.A.

Martha A. Chapman, Attorney
Randy S. Van Cleave, Attorney
Lynn Lawrence, Office Administrator

Phone (407) 426-7188
Fax (407) 426-9077

March 3, 1999

Florida Department of State
Bureau of Corporate Records
P.O. Box 6327
Tallahassee, FL 32314

700002796127--8
-03/05/99--01080--003
*****70.00 *****70.00

VIA CERTIFIED MAIL
RETURN RECEIPT REQUESTED

RE: C-Rae Video Productions, Inc.

Dear Sirs:

Enclosed for filing on behalf of the above-referenced corporation is one original Articles of Incorporation and certificate of Designation of Registered Agent. Also enclosed is a check in the amount of \$70.00 as payment of the \$35.00 filing fee and \$35.00 registered agent designation fee.

In addition, enclosed is a duplicate copy of the Articles of Incorporation. Please date stamp the enclosed duplicate copy and return it to us in the stamped, self-addressed envelope provided.

If you have any questions regarding the enclosed, please feel free to contact the undersigned.

Sincerely,

Martha A. Chapman
Martha A. Chapman

FILED
99 MAR -5 PM 12:24
TALLAHASSEE, FLORIDA
DEPT. OF STATE

Enclosures
cc: client
c:\office\womack\article.ltr

CB
3-10-99
6

ARTICLES OF INCORPORATION
OF
C-RAE VIDEO PRODUCTIONS COMPANY, INC.

FILED
99 MAR -5 PM 12:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE I. NAME

The name of the corporation shall be:

C-RAE VIDEO PRODUCTIONS COMPANY, INC.

The address of the principal office of this corporation shall be P. O. Box 52-262, Longwood, FL 32752 , and the mailing address of the corporation shall be the same.

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 1,000 shares of common stock having a par value of one dollar (\$1.00) per share. The consideration to be paid for each share shall be fixed by the board of directors and such consideration may consist of any tangible or intangible property or benefit to

the corporation, including cash, promissory notes, services performed, promises to perform services evidenced by a written contract, or other securities of the corporation, with a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 823 Irma Avenue, Orlando, FL 32803, and name of the initial registered agent of the corporation at that address is Martha A. Chapman .

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one (1) Director, initially. The name and address of the initial director is:

NAME	ADDRESS
Carol Womack	P. O. Box 52-262 Longwood, Florida 32752

ARTICLE VII. OFFICERS

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

NAME/POSITION**ADDRESS**

Carol Womack
President, Vice-President
Secretary, and Treasurer

P. O. Box 52-262
Longwood, FL 32752

ARTICLE VIII. INCORPORATOR

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

Carol Womack
P. O. Box 52-262
Longwood, Florida 32752

The incorporator of the corporation assigns to this corporation her rights under Section 607.0201, Florida Statutes, to constitute a corporation, and she assigns to those persons designated by the board of directors any rights she may have as incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

ARTICLE IX. BYLAWS

The power to adopt, alter, amend, or repeal the bylaws of this corporation shall be vested in the board of directors and the shareholders, except that (i) the board of directors may not amend or repeal any bylaws adopted by the shareholders if the shareholders specifically provide that these bylaws are not subject to amendment or repeal by the directors; and (ii) any amendment shall be in compliance with the laws of the State of Florida.

ARTICLE X. AMENDMENTS

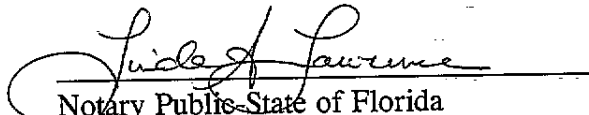
The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation. These Articles may be amended prior to the issuance of shares of the corporation by the unanimous approval or consent of the board of directors. Thereafter, every amendment shall be approved by the board of directors, proposed by them to the shareholders, and approved at a shareholders' meeting by the holders of a majority of the shares entitled to vote on the matter or in such other manner as may be provided by law.

IN WITNESS WHEREOF, the undersigned incorporator, has executed these Articles of Incorporation this 2nd day of March, 1999.



Carol Womack
Incorporator

Subscribed and sworn before me by CAROL WOMACK on this 2nd day of March, 1999, having personally appeared before me. CAROL WOMACK is personally known to me or has produced FL DL # A50-119-61-726-0, as identification.

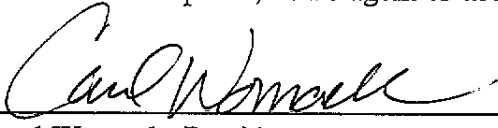

Notary Public-State of Florida
Stamp:

Linda A. Lawrence
My Commission CC572590
Expires Jul. 28, 2000

**CERTIFICATE OF DESIGNATION
OF
REGISTERED AGENT**

Pursuant to Sections 48.091 and 607.0501, Florida Statutes, the following is submitted:

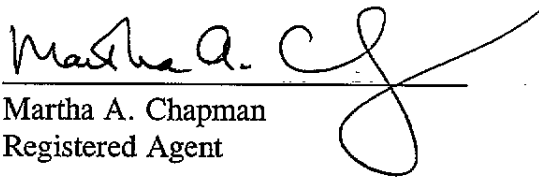
That **C-RAE VIDEO PRODUCTIONS, INC.** desiring to organize under the laws of the State of Florida, with its initial registered office, as indicated in the Articles of Incorporation, at 823 Irma Avenue, Orlando, FL 32803, has named Martha A. Chapman, as its agent to accept service of process within this state.



Carol Womack, President

ACKNOWLEDGMENT

Having been named as registered agent to accept service of process for the corporation named above, at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in that 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.



Martha A. Chapman
Registered Agent

FILED
99 MAR -5 PM 12:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA