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March 24, 1999

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

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-03/26/99--01078--010
*****131.25 *****87.50

Dear Sir or Madam:

I am enclosing Articles of Incorporation and Transmittal Letter for Heads of Production Association, Inc., along with a check in the amount of \$131.25 for filing and certified copy. Please return the certified copy to me in the enclosed Fed Ex package.

Thank you for your prompt attention to this request.

Very truly yours,

Carole Morton

Carole Morton
Legal Assistant to Todd S. Payne

:cmm
Enclosure

FILED
99 MAR 26 AM 10:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PK
3/31/99✓

ARTICLES OF INCORPORATION

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

ARTICLE I NAME

The name of the corporation shall be:

Heads of Production Association, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

1499 W. Palmetto Park Road, #120
Boca Raton, FL 33486

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

1000 at .01 each

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent are:

Todd S. Payne, Esq.
Zebersky & Payne, L.L.P.
3850 Hollywood Blvd., Suite 204
Hollywood, FL 33021

ARTICLE V INCORPORATOR

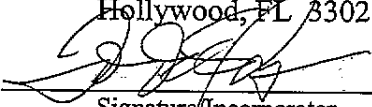
The initial Board of Directors shall have 2 members whose names and addresses are as follows:

Pamela Maythenyi
Peter Friedman

ARTICLE VI INCORPORATOR

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

Todd S. Payne, Esq.
3850 Hollywood Blvd., #204
Hollywood, FL 33021


Signature/Incorporator

3-23-99
Date

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


Signature/Registered Agent

3-23-99
Date

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TALLAHASSEE, FLORIDA