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Transmittal Letter

April 30, 1999

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*****78.75 *****78.75

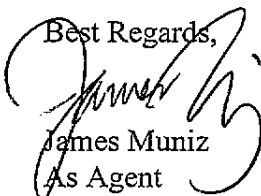
Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

SUBJECT: DAVMAR PRODUCTIONS, INC.

Enclosed is an original and one copy of the articles of incorporation and a check for \$78.75
(Filing fee & Certified Copy) from:

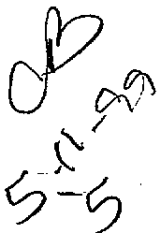
James Muniz
955 West Lancaster Rd.
Suite 336
Orlando, Florida 32809-5868
(407)240-6542

Best Regards,


James Muniz
As Agent

Attachment: 1 Original & 1 Copy

FILED
99 MAY -6 AM 8:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Articles of Incorporation
of
DAVMAR Productions, Inc.

FILED
99 MAY -6 AM 8:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I
Name and Duration

The name of the Corporation is DAVMAR Productions, Inc. The duration of the Corporation is perpetual.

ARTICLE II
Principal Office

The address of the principal office of the Corporation in the State of Florida is 955 West Lancaster Road, Suite 336, Orlando, Florida 32809-5868.

ARTICLE III
Registered Office and Agent

The address of the registered office in the State of Florida is 955 West Lancaster Road, Suite 336, Orlando, Florida 32809-5868. The name of the registered agent at such address is James Muniz.

ARTICLE IV
Corporate Purposes, Powers and Rights

1. The nature of the business to be conducted or promoted and the purpose of the Corporation are to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

2. In furtherance of its corporate purposes, the Corporation shall have all of the general and specific powers and rights granted to and conferred on a corporation by the Florida Business Corporation Act.

ARTICLE V
Capital Stock

1. The total number of shares of capital stock which the Corporation has the authority to issue is seventy five thousand (75,000) shares of Common Stock ("Common Stock") \$0.01 par value per share.

ARTICLE VI

Incorporator

The name and mailing address of the incorporator of this Corporation is as follows:

| <u>Name</u> | <u>Address</u> |
|-------------|---|
| James Muniz | 955 West Lancaster Road Suite 336 Orlando, Florida 32809-5868 |

ARTICLE VII

Board of Directors

1. The number of members of the Board of Directors may be increased or diminished from time to time by the Bylaws; provided, however, there shall never be less than one. Each director shall serve until the next annual meeting of shareholders.
2. If any vacancy occurs in the Board of Directors during a term, the remaining directors, by affirmative vote of a majority thereof, may elect a director to fill the vacancy until the next annual meeting of shareholders.
3. The name and mailing address of the people who shall serve as the directors of the Corporation until the first annual meeting of the shareholders is as follows:

| <u>Name</u> | <u>Address</u> |
|------------------|---|
| Maria de la Roza | 955 West Lancaster Road Suite 336 Orlando, Florida 32809-5868 |
| David Clevinger | 955 West Lancaster Road Suite 336 Orlando, Florida 32809-5868 |

ARTICLE VIII

Amendment

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

ARTICLE IX

Bylaws

The power to adopt, amend or repeal bylaws for the management of this Corporation shall be vested in the Board of Directors or the shareholders, but the Board of Directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the Board of Directors.

ARTICLE X

Indemnification

The Corporation shall indemnify any incorporator, officer or director, or any former incorporator, officer or director, to the full extent permitted by law.

ARTICLE XI

Transfer of Shares

If, from time to time, a shareholders' agreement among all of the shareholders of the Corporation is in effect regarding the Subchapter S status of the Corporation pursuant to the Internal Revenue Code of the United States in effect from time to time, then transfers of the Corporation's Common Stock made not in accordance with such agreement, whether by operation of law or otherwise, are null and void ab initio.

The undersigned, for the purpose of forming a corporation under the laws of the State of Florida, does make, file and record these Articles of Incorporation, and does certify that the facts herein stated are true.

Dated at Orange County, Florida, this 30th day of April, 1999.

BY: _____

Signature/Incorporator

FILED
99 MAY -6 AM 8:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

REGISTERED AGENT CERTIFICATE

In pursuance of the Florida Business Corporation Act, the following is submitted, in compliance with said statute:

That DAVMAR Productions, Inc. desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation in the County of Orange, State of Florida, has named James Muniz, located at said registered office, as its registered agent to accept service of process and perform such other duties as are required in the State.

ACKNOWLEDGEMENT:

Having been named to accept service of process and serve as registered agent for the above-stated Corporation, at the place designated in this Certificate, the undersigned, by and through its duly elected officer, hereby accepts to act in this capacity, and agrees to comply with the provision of said statute relative in keeping open said office, and further state that I am familiar with s. 607.0501, Florida Statutes.

DATED: _____

4/30/99

By: _____

