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April 21, 1999

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

500002873835--4
-05/13/99-01064-009
****122.50 *****78.75

Re: STORYLINE PRODUCTIONS, INC.

To Whom It May Concern:

Enclosed please find an original and one copy of the Articles of Incorporation of Storyline 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.

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

FILED
99 MAY 13 PM 3:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
STORYLINE PRODUCTIONS, INC.,
A FLORIDA CORPORATION**

FILED
99 MAY 13 PM 3:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator of **STORYLINE 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 **STORYLINE PRODUCTIONS, INC.**, a Florida corporation, and the street address and initial principal office of the Corporation is 1535 Drexel Avenue, Suite 4, Miami Beach, Florida 33139, and the mailing address of the Corporation is 1535 Drexel Avenue, Suite 4, 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 Common Stock having a par value of \$.01 per share.

PREPARED BY: *Linda M. Knoerr, Esquire
DeCarlo & Knoerr, P.A.
4984 Pine Island Road
Lauderhill, FL 33351-5314
Florida Bar No. 0005363*

ARTICLE IV

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 326 71st Street
Miami Beach, FL 33141, Florida, and the name of the initial Registered Agent of
the Corporation at that address is Larry Herrup.

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>
Dania Graibe	1535 Drexel Avenue, Suite 4 Miami Beach, FL 33139

ARTICLE VI

INCORPORATOR

The name and address of the Incorporator of the Corporation is Linda M. Knoerr, Esq., 4984
Pine Island Road, Lauderhill, FL 33351-5314.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of
Incorporation this 21st day of April, 1999.



Linda M. Knoerr, Incorporator

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named as Registered Agent to accept service of process for STORYLINE PRODUCTIONS, INC., a Florida corporation, at the place designated in the foregoing Articles of Incorporation, we 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 our duties, and I am familiar with and accept the obligations of my position as Registered Agent.

Dated: April 21, 1999


Larry Herrup, Initial Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA