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FROM: HOLLAND & KNIGHT

FAX NO.: 407 244 5288

05-25-99 01:28P P.01

Florida Department of State
Division of Corporations
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TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

WINTER GARDEN PRODUCTIONS, INC.

Certificate of Status	1
Certified Copy	1
Page Count	03
Estimated Charge	\$87.50

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TALLAHASSEE, FLORIDA
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ARTICLES OF INCORPORATION
OF
WINTER GARDEN PRODUCTIONS, INC.

The undersigned incorporator delivers these Articles of Incorporation in order to form a corporation under the Florida Business Corporation Act.

ARTICLE I

Name

The name of the Corporation shall be Winter Garden Productions, Inc.

ARTICLE II

Principal Office

The principal office of the Corporation is located at 4380 36th Street, Orlando, Florida 32811, and its mailing address is the same.

ARTICLE III

Corporate Purposes, Power and Rights

The purpose of the Corporation is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV

Duration of the Corporation

Existence of the Corporation shall commence on the date all fees are paid and these Articles of Incorporation are filed by the Secretary of State and the Corporation shall exist perpetually unless dissolved according to law.

This Instrument Prepared By:
Stephen R. Looney, Fl. Bar No. 0628344
Post Office Box 1526
Orlando, Fl. 32802-1526
(407) 425-8500

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ARTICLE V

Authorized Stock

The total number of shares of capital stock which the Corporation has the authority to issue is 10,000 shares of Common Stock, with a \$1.00 par value per share.

ARTICLE VI

Registered Office and Registered Agent

The street address of the initial registered office of the Corporation in the State of Florida shall be 4380 36th Street, Orlando, Florida 32811. The initial registered agent of the Corporation at the registered office shall be Karen M. Johnson.

ARTICLE VII

Initial Board of Directors

The initial Board of Directors shall consist of two (2) directors. The names and addresses of the persons who shall serve as directors of the Corporation until the first meeting of shareholders are:

<u>Name</u>	<u>Address</u>
Darren Johnson	4380 36th Street Orlando, Florida 32811
Lawrence M. Epstein	67 Main Street Windermere, Florida 34786

ARTICLE VIII

Incorporator

The name and address of the incorporator of the Corporation is:

<u>Name</u>	<u>Address</u>
Karen M. Johnson	4380 36th Street Orlando, Florida 32811

Executed this 25th day of May, 1999.




Karen M. Johnson, Incorporator

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TALLAHASSEE, FLORIDA

ACCEPTANCE OF REGISTERED AGENT

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.



Karen M. Johnson,
Registered Agent

Date: May 25, 1999