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Jefferson F. Riddell
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June 21, 1999

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32301

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

RE: **Cat Tales Productions, Inc.**

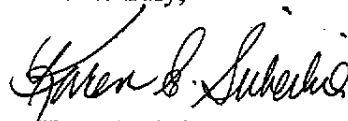
Dear Ladies/Gentlemen:

Enclosed please find a check in the amount of \$78.75 in addition to one signed original and copy of the Articles of Incorporation for the above corporation. Please file these Articles of Incorporation at your earliest opportunity and return a copy to me along with the usual confirmation of filing.

Please note in your records that the Annual Report is to be sent to JEFFERSON F. RIDDELL, P.A., 3400 S. TAMIAMI TRAIL, SARASOTA, FL 34239.

Thank you.

Yours truly,


Karen E. Seiberlich

Enclosures

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TALLAHASSEE, FLORIDA

6-25-99

**ARTICLES OF INCORPORATION
OF
CAT TALES PRODUCTIONS, INC.**

The undersigned, acting as incorporator of **Cat Tales Productions, Inc.**, under the Florida General Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I. NAME AND PRINCIPAL ADDRESS

The name and principal address of the corporation are as follows:

<u>Name</u>	<u>Address</u>
Cat Tales Productions, Inc.	7107 39 th Lane East, Sarasota, FL 34243

ARTICLE II. COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence upon the filing hereof.

ARTICLE III. DURATION

The corporation will have a perpetual existence.

ARTICLE IV. PURPOSE

The general purpose or purposes for which the corporation is organized is to transact any or all lawful business for which a corporation may be incorporated under the Florida General Corporation Act.

ARTICLE V. AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is 10,000 shares of common stock having no par value. The consideration to be paid for each share shall be fixed by the board of directors and may be paid in whole or part in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the initial registered agent and office of the corporation is as follows:

<u>Name</u>	<u>Address</u>
Thomas B. Luzier, Esq.	3400 S. Tamiami Tr., Sarasota, FL 34239

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time, as provided in the bylaws, but shall never be less than one. The name and street address of the initial director is:

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Name
Cathy Letts

Address
7107 39th Lane East, Sarasota, FL 34243

ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator is:

Name
Thomas B. Luzier, Esq.

Address
3400 S. Tamiami Tr., Sarasota, FL 34239

The incorporator of the corporation assigns to this corporation his rights under Section 607.161, Florida Statutes, to constitute a corporation, and he assigns to those persons designated by the board of directors any rights he may have as incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

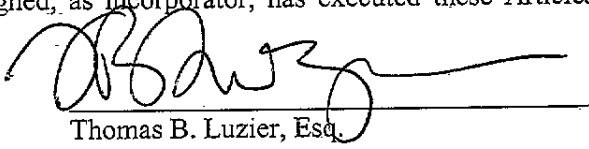
ARTICLE IX. BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provided that the bylaw is not subject to amendment or repeal by the directors.

ARTICLE X. AMENDMENTS

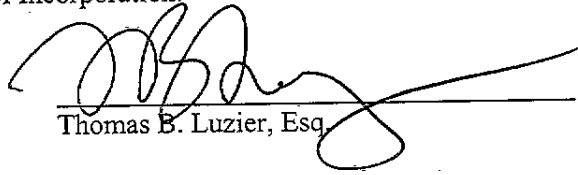
The corporation reserved the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation. These Articles may be amended prior to the issuance of shares of the corporation 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, as incorporator, has executed these Articles of Incorporation this 21st day of June, 1999.


Thomas B. Luzier, Esq.
Incorporator

Acceptance by Registered Agent

The undersigned hereby accepts the appointment as Registered Agent of the corporation which appointment is contained in the foregoing Articles of Incorporation.



Thomas B. Luzier, Esq.

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