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FLORIDA PROFIT CORPORATION OR P.A.
BROUGHTON PRODUCTIONS, INC.

Certificate of Status	1
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ARTICLES OF INCORPORATION
OF
BROUGHTON PRODUCTIONS, INC.

THE UNDERSIGNED HEREBY MAKE, SUBSCRIBE, ACKNOWLEDGE AND FILE
THIS CERTIFICATE FOR THE PURPOSE OF BECOMING A CORPORATION UNDER
THE LAWS OF THE STATE OF FLORIDA.

ARTICLE I

NAME

The name of this corporation is BROUGHTON PRODUCTIONS, INC..

ARTICLE II

PURPOSE

This corporation may engage in any activity or business
permitted under the laws of the United States and of the State of
Florida.

THIS INSTRUMENT WAS PREPARED BY:
JOHN C. DEW, ESQUIRE
HARRIS, BARRETT, MANN & DEW, L.L.P.
P.O. DRAWER 1441
ST. PETERSBURG, FL 33731-1441
(727) 892-3100
FBN: 0019411

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ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is One Thousand shares (1,000) of common stock of One and NO/100. (\$1.00) Dollars per share par value.

ARTICLE IV

DURATION

This corporation is to exist perpetually.

ARTICLE V

PRINCIPAL OFFICE AND REGISTERED AGENT

The principal office of the corporation shall be located at 3900 Ninth Street North, St. Petersburg, Pinellas County, Florida 33703.

The name and street address of the initial registered agent of the corporation in the State of Florida is: John C. Dew, Esquire, 150 Second Avenue North, Suite 1500, St. Petersburg, Pinellas County, Florida 33701. The Board of Directors may, from time to time, appoint a substitute registered agent and move the registered

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office or the principal office, or both, to any other address in the State of Florida.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) or more director(s) as provided by the By-Laws. Initially, this corporation shall have two (2) directors, the names of whom are as follows:

<u>NAME</u>	<u>ADDRESS</u>
James E. Broughton	3900 Ninth Street North St. Petersburg, FL 33703
Kay T. Broughton	3900 Ninth Street North St. Petersburg, FL 33703

ARTICLE VII

OFFICERS

The names and addresses of the officers of this corporation are as follows:

<u>NAME AND OFFICE</u>	<u>ADDRESS</u>
James E. Broughton/President	3900 Ninth Street North St. Petersburg, FL 33703
Kay T. Broughton/Secretary & Treasurer	3900 Ninth Street North St. Petersburg, FL 33703
Mark D. Broughton/Vice President	3900 Ninth Street North St. Petersburg, FL 33703

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James E. Broughton, Jr./ Vice President	3900 Ninth Street North St. Petersburg, FL 33703
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Brooke A. Delucia/Vice President	3900 Ninth Street North St. Petersburg, FL 33703
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Matthew S. Broughton/ Vice President	3900 Ninth Street North St. Petersburg, FL 33703
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ARTICLE VIII

COMMENCEMENT OF CORPORATE EXISTENCE

The existence of this corporation shall commence upon filing with the Secretary of State's office.

ARTICLE IX

INDEMNIFICATION

The corporation shall indemnify all directors and officers, whether or not then in office, who are or become a party, or are threatened to be made a party, to any threatened, pending or completed action, suit or proceedings, whether civil, criminal, administrative or investigative by reason of the fact that such person is or was a director or officer, or is or was serving at the request of the corporation as an officer or director against expenses (including attorneys' fees, including hourly charges for paralegals and other staff members operating under the supervision of an attorney, whether at trial or appeal), judgments, fines and amounts paid in settlement actually and reasonably incurred by such

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person in connection with such action, suit or proceeding, including any appeal thereof; provided, however, that there shall be no indemnification against gross negligence or willful misconduct.

ARTICLE X

BY-LAWS

The initial By-Laws shall be adopted by the Board of Directors. The power to alter, amend or repeal the By-Laws or adopt new By-Laws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

ARTICLE XI

AMENDMENT

The right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, is reserved to the Board of Directors and the Shareholders as specified under the laws of Florida.

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ARTICLE XII

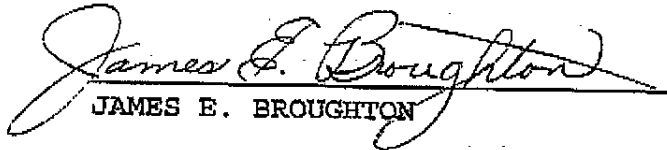
INCORPORATORS

The names and addresses of the incorporators of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
James E. Broughton	3900 Ninth Street North St. Petersburg, FL 33703

IN WITNESS WHEREOF, these Articles of Incorporation have been signed, as Incorporator, by: James E. Broughton.

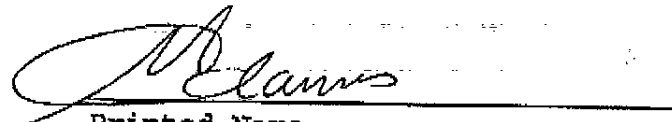
Dated this 13 day of August, 1999.


 JAMES E. BROUGHTON

STATE OF DELAWARE

COUNTY OF New Castle

The foregoing instrument was acknowledged before me this 13 day of August, 1999, by JAMES E. BROUGHTON, who is personally known to me or who has produced _____ as identification.


 Printed Name:
 Notary Public
 My Commission Expires:
 Serial Number:

03BPI.ART

A.L. ADAMS
 NOTARY PUBLIC-DELAWARE
 NEW CASTLE COUNTY
 My Commission Expires Sept. 17, 2002

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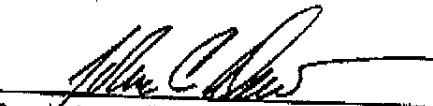
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First -- That BROUGHTON PRODUCTIONS, INC., desiring to organize under the laws of the State of Florida with its principal place of business in Pinellas County, Florida, has named John C. Dew, Esquire, located at 150 Second Avenue North, Suite 1500, St. Petersburg, Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.


Registered Agent

03BPT, SA

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