

PHILLIP T. RIDOLFO, JR.
WEST PALM BEACH OFFICE

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P99000080775

September 2, 1999

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

Re: Tower Productions, Inc.

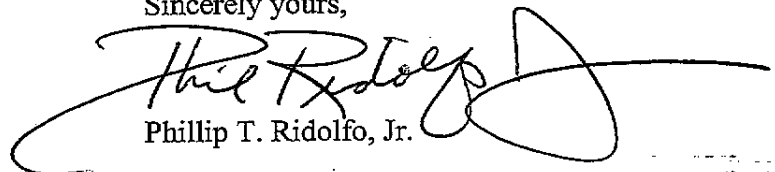
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*****70.00 *****70.00

Dear Sir or Madam:

Enclosed please find an original and one copy of the Articles of Incorporation for the above-referenced corporation together with a check in the amount of \$70.00 for the filing fees.

Please return a filed copy to the undersigned in the self-addressed, stamped envelope provided for your convenience. Thank you for your assistance in this matter.

Sincerely yours,


Phillip T. Ridolfo, Jr.

Enclosures: as stated

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FILED
99 SEP - 7 AM 11: 20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TS9/13/99

**ARTICLES OF INCORPORATION
OF
TOWER PRODUCTIONS, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is Tower Productions, Inc. (the "Corporation").

ARTICLE II - PRINCIPAL OFFICE

The principal office of the Corporation is located at the following address:

2300 Palm Beach Lakes Blvd., Suite 305
West Palm Beach, Florida 33407

ARTICLE III - PURPOSE

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

ARTICLE IV - DURATION

The Corporation shall have perpetual existence commencing as of the date on which these Articles of Incorporation are filed with Florida's Department of State, Division of Corporations.

ARTICLE V - CAPITAL STOCK

The Corporation is authorized to issue 1,000 shares of One Dollar (\$1.00) par value common stock, which shall be designated "Common Shares".

ARTICLE VI - BYLAWS

The bylaws of the Corporation may be adopted, altered, amended or repealed by either the stockholders or the directors of the Corporation.

ARTICLE VII - INDEMNIFICATION

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

ARTICLE VIII - INITIAL REGISTERED AGENT AND OFFICE

The name and street address of the initial registered agent and office of the Corporation are:

Phillip T. Ridolfo, Jr., Esquire
777 South Flagler Drive, Suite 300 East
West Palm Beach, Florida 33401

ARTICLE IX - INCORPORATOR

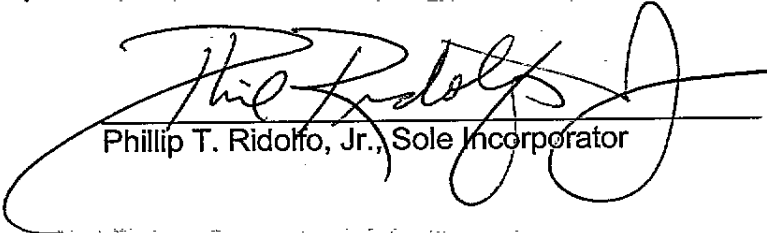
The name and address of the person signing these Articles are:

Phillip T. Ridolfo, Jr., Esquire
777 South Flagler Drive, Suite 300 East
West Palm Beach, Florida 33401

ARTICLE X - AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida General Corporation Act.

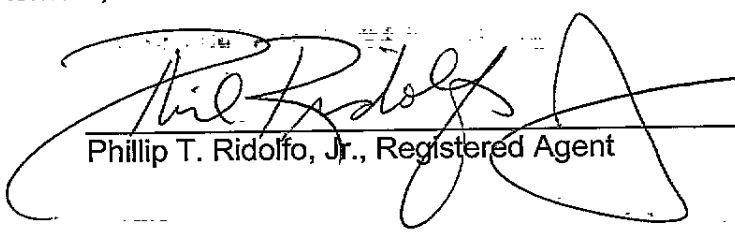
IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 3rd day of September, 1999.


Phillip T. Ridolfo, Jr., Sole Incorporator

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE VIII OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF HIS DUTIES.

Dated this 3rd day of September, 1999.


Phillip T. Ridolfo, Jr., Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA