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Paul Seligmann
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Florida Secretary of State
Department of Corporations
P.O. Box 6337
Tallahassee, FL 32314

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-10/15/99--01013--005
*****78.75 *****78.75

In Re: Post-Cult Productions, Inc. Organizational Documents

Dear Sir or Madam:

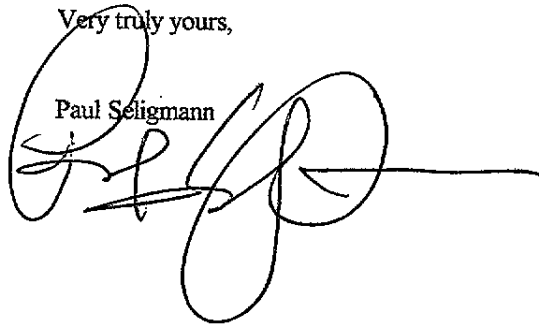
Please find enclosed two original Articles of Incorporation and one Organizational Document for the abovementioned corporation along with a check to cover the newly formed corporation's filing fee. Please feel free to contact me at the above address or phone number with any questions.

Thanking you in advance for our certified copy and your prompt attention.

Very truly yours,

Paul Seligmann

Enclosures



FILED
99 OCT 15 PM 5:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

10-19
1999

ARTICLES OF INCORPORATION
OF
POST-CULT PRODUCTIONS, INC.

FILED
99 OCT 15 PM 5:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is POST-CULT PRODUCTIONS, INC. (the "Corporation").

ARTICLE II - DURATION

The Corporation shall have perpetual existence.

ARTICLE III - PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of this Corporation is 1850 S.W. 11TH STREET, MIAMI, FLORIDA 33135.

ARTICLE IV - PURPOSE

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

ARTICLE V - CAPITAL STOCK

This Corporation is authorized to issue one hundred shares of \$1.00 par value common stock, which shall be designated "Common Shares".

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 1850 S.W. 11TH STREET, MIAMI, FLORIDA 33135. The name of the initial registered agent at such address is RICHARD C. WATSON.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This Corporation shall have two directors initially. The number of directors may be increased or diminished from time to time in the manner provided in the By-Laws but shall never be less than one (1). The name and address of the initial directors of this Corporation are:

<u>Name</u>	<u>Address</u>
PAUL I. SELIGMANN	1850 S.W. 11 TH STREET, MIAMI, FL. 33135
RICHARD C. WATSON	1850 S.W. 11 TH STREET, MIAMI, FL. 33135

ARTICLE VIII - BY-LAWS

The initial By-Laws of this Corporation shall be adopted by the initial directors of this Corporation.

ARTICLE IX - INDEMNIFICATION

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

ARTICLE X - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

Name

PAUL I. SELIGMANN

Address

1850 S.W. 11TH STREET, MIAMI, FL. 33135

ARTICLE XI - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida Business Corporation Act, as amended from time to time.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, this 8TH day of OCTOBER, 1999.



Incorporator

ACCEPTANCE BY REGISTERED AGENT

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE FOREGOING CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE VI 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.

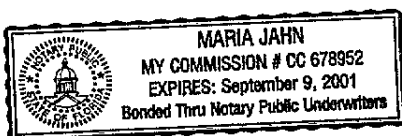
DATED THIS 8th DAY OF OCTOBER, 1999.

By: *Richard C. Watson*
Richard C. Watson,
Registered Agent

STATE OF FLORIDA)
)
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 12th day of October, 1999, by Paul Seligman who, as Incorporator, and by Richard C. Watson, as Incorporator and Registered Agent, executed the foregoing Articles of Incorporation of POST-CULT PRODUCTIONS, INC., a Florida corporation who is personally known to me or who has produced Florida Driver Licenses as identification and who did take an oath on behalf of the corporation.

My Commission Expires: 9/9/01



Maria Jahn
NOTARY PUBLIC, STATE OF FLORIDA
AT LARGE
Print Name: MARIA Jahn
Title or Rank: Purchasing Coordinator