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A PARTNERSHIP INCLUDING PROFESSIONAL ASSOCIATIONS

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PLEASE REPLY TO NAPLES OFFICE

P 990000 96957

October 26, 1999

FILED
99 NOV -2 AM 7:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Secretary of State
Corporation Division
Tallahassee, FL 32314

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-11/02/99-01056-004

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

Re: Pearce Productions, Inc.

Dear Sir or Madam:

Enclosed please find Articles of Incorporation to be filed in connection with the above-named corporation together with the Designation of Registered Agent.

This firm's check in the amount of \$70.00 is enclosed representing:

Filing Fee \$ 35.00

Designation Reg/Agent \$ 35.00

Total \$ 70.00

Thank you for your cooperation in this matter.

Sincerely,



Frank P. Murphy

FPM/lat

Enclosures:

1) Articles of Incorporation - Pearce Productions, Inc.

2) Check in the amount of \$70.00

F. CHESLER NOV 4 1999

SERVING:
NAPLES
FT. MYERS
LAKE LAND
ST. LUCIE



BOARD CERTIFIED:

**ARTICLES OF INCORPORATION FOR PEARCE
PRODUCTIONS, INC.**

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I. NAME

The name of the corporation shall be Pearce Productions, Inc.

ARTICLE II. DURATION

This corporation shall exist perpetually.

ARTICLE III. PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV. STOCK

This corporation is authorized to issue ten thousand (10,000) shares of common stock at One Dollar (\$1.00) par value.

ARTICLE V. REGISTERED AGENT

The name and address of the initial registered agent and office of this corporation are as follows: Frank P. Murphy, Esq., 800 Laurel Oak Dr., Ste. 301, Naples, Florida 34108.

ARTICLE VI. DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or decreased from time to time by amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than one. The name and address of the initial directors of this corporation are: Lisa Pearce, 27236 Gasparilla Drive, Bonita Springs, Florida 34135.

ARTICLE VII. OFFICERS

The initial officers shall be President, Vice-president, Secretary and Treasurer.

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TALLAHASSEE, FLORIDA

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ARTICLE VIII. SUBSCRIBER

The name and address of the person signing these Articles of Incorporation is: L i s a Pearce, 27236 Gasparilla Drive, Bonita Springs, Florida 34135.

ARTICLE IX. AMENDMENTS

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this revision.

ARTICLE X. RIGHT TO PURCHASE STOCK

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued, including shares from the treasury of this corporation, in the ratio that the number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the share preempted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices and terms and conditions of the issue of shares, and inviting him to exercise his preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of a notice from the corporation.

ARTICLE XI. VOTING

All shares of stock shall be entitled to cumulative voting in the election of the Board of Directors.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 22nd day of October, 1999.


Lisa Pearce

**DESIGNATION AND ACCEPTANCE OF REGISTERED OFFICE AND
REGISTERED AGENT**

The undersigned subscriber of Pearce Productions, Inc., hereby designates the following individual as registered agent for this corporation, and the following address as the registered office of the corporation: Frank P. Murphy, Esq., 800 Laurel Oak Dr., Ste. 301, Naples, Florida 34108.

 (SEAL)
Lisa Pearce

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TALLAHASSEE, FLORIDA

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ACCEPTANCE OF REGISTERED AGENT

The undersigned does hereby accept the designation as registered agent of Pearce Productions, Inc.

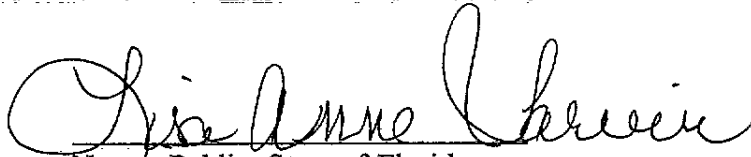
DATED this 22^d day of October, 1999.

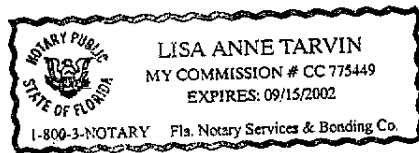
 (SEAL)
Frank P. Murphy

STATE OF FLORIDA
COUNTY OF LEE

I HEREBY CERTIFY that on this day before me, a Notary Public duly licensed to take acknowledgements in the State and County aforesaid, personally appeared Lisa Pearce who executed the foregoing articles of incorporation for, Pearce Productions, Inc. and who produced P 620-533-65-880-0 as identification.

WITNESS my hand and official seal in the County and State aforesaid this 22nd day of October, 1999.


Notary Public, State of Florida



SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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