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FILED
99 NOV 29 PM 3:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
COUNSEL
WILLIAM FLEECE
**COURT CERTIFIED MEDIATOR AND
ARBITRATOR FEDERAL AND STATE

November 24, 1999

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-11/29/99--01135--020
*****78.75 *****78.75

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 33214

Re: **LATE NIGHT PRODUCTIONS, INC.**

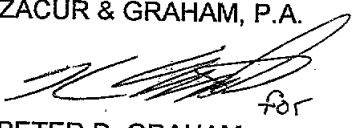
Gentlemen:

Enclosed please find an original and one copy of Articles of Incorporation for the above-referenced. Please file the enclosed and return a certified copy of the Articles to me at your earliest convenience. I have enclosed my check in the amount of \$78.75 to cover the filing and certified copy fees.

Should you have any questions, please do not hesitate to call me.

Very truly yours,

ZACUR & GRAHAM, P.A.


for
PETER D. GRAHAM

PDG/so
Enclosures

F. CHENGER DEC 2 1999

ARTICLES OF INCORPORATION
OF
LATE NIGHT PRODUCTIONS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of this corporation is LATE NIGHT PRODUCTIONS, INC.

ARTICLE II

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

ARTICLE III

This corporation is authorized to issue 1000 shares of (\$1.00) par value common stock.

ARTICLE IV

The street address of the initial principal and registered office of this corporation is 875 Pasadena Avenue South, South Pasadena, FL 33707, the mailing address is the same, and the name of the initial registered agent of this corporation at that address is J. GRANT POWELL.

ARTICLE V

This corporation shall have two (2) directors initially. The number of directors may be decreased or increased from time to time by the bylaws, but shall not be less than one. The names and addresses of the initial directors of this corporation are:

ADAM D. YANCHUCK
875 Pasadena Avenue South
South Pasadena, FL 33707

J. GRANT POWELL
875 Pasadena Avenue South
South Pasadena, FL 33707

ARTICLE VI

The names and addresses of the persons signing these Articles of Incorporation are:

ADAM D. YANCHUCK
875 Pasadena Avenue South
South Pasadena, FL 33707

J. GRANT POWELL
875 Pasadena Avenue South
South Pasadena, FL 33707

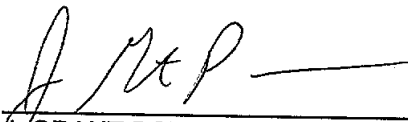
ARTICLE VII

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

IN WITNESS WHEREOF, the undersigned incorporators have executed
these Articles of Incorporation this 24 day of November, 1999.



ADAM D. YANCHUCK

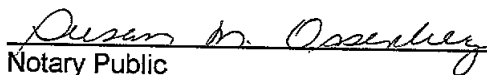


J. GRANT POWELL

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 24
of November, 1999, by ADAM D. YANCHUCK and
GRANT POWELL, who are personally known to me or who produced
as identification.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA


Notary Public

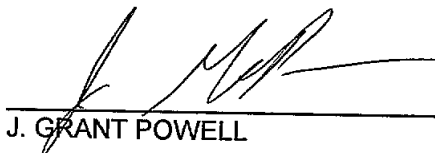
My commission expires:

SUSAN M. OSSENBERG
Notary Public, State of Florida
My comm. exp. June 27, 2003
Comm. No. CC849975

TYPED/PRINTED NAME OF NOTARY

REGISTERED AGENT ACKNOWLEDGMENT

Having been named Registered Agent of the above-stated corporation, at the
place designated in these Articles of Incorporation, I hereby accept to act in that capacity.


J. GRANT POWELL