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TRANSMITTAL LETTER

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

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-12/09/99--01069--007
****131.50 *****87.50

SUBJECT: Steve Pietrofesa Productions, Inc.

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:

\$131.50 - Filing Fee, Certified Copy & Certificate

FROM: Steve Pietrofesa
2433 Southern Hills Ct.
Oviedo, FL 32765-5835

FILED
99 DEC -9 AM 11:57
SECRETARY OF STATE
TALLAHASSEE, FL 32314

NOTE: Please provide the original and once copy of the articles.

12-13
WC

ARTICLES OF INCORPORATION

OF

Steve Pietrofesa Productions, Inc.

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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I--NAME

The name of the corporation shall be , Steve Pietrofesa Productions, Inc.

ARTICLE II -- NATURE OF BUSINESS

1. The general nature of the business of the corporation shall be Audio Production and any related activity.
2. This corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III -- PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be 2433 Southern Hills Ct., Oviedo FL 32765-5835.

ARTICLE IV -- CAPITAL STOCK

The capital stock of this corporation shall consist of 500 shares of common stock with a par value of \$ 1.00.

ARTICLE V-- INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is Steve Pietrofesa, 2433 Southern Hills Ct., Oviedo, FL 32765-5835.

ARTICLE VI -- DIRECTORS

The business of the corporation shall be conducted by a Board of Directors consisting of not less than two [2] directors. The name and address of the directors are:

Steve Pietrofesa, 2433 Southern Hills Ct., Oviedo, FL 32765-5835
Tamara Reynolds, 2433 Southern Hills Ct., Oviedo, FL 32765-5835

ARTICLE VII -- INCORPORATOR

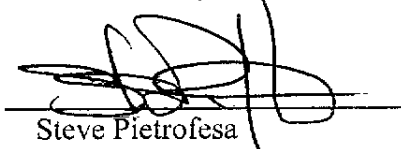
The name and address of the incorporators are:

Steve Pietrofesa, 2433 Southern Hills Ct., Oviedo, FL 32765-5835

ARTICLE VIII -- SHAREHOLDERS

The shareholders of this corporation shall have a pre-emptive right to acquire unissued or treasury shares of the corporate convertible into or carrying a right to subscribe to or acquire shares as issued by the corporation.

The undersigned have executed these Articles of Incorporation this 2nd day of ~~Dec~~ 1999.

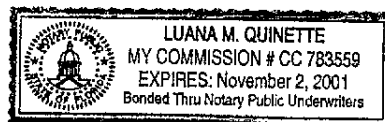

Steve Pietrofesa

STATE OF FLORIDA
COUNTY OF SEMINOLE

The foregoing instrument was acknowledged before me this 2 day of December 1999, by Steve Pietrofesa, who is personally known to me or who did produce FL. DL as identification and did take an oath.

NOTARY PUBLIC

SIGN Luana M. Quinette
PRINT Luana M. Quinette
State of Florida at Large
My Commission Expires:



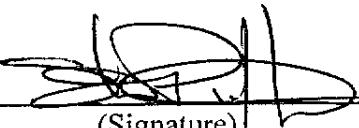
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: Steve Pietrofesa Productions, Inc.
2. The name and address of the registered agent and office is:

Steve Pietrofesa
2433 Southern Hills Ct.
Oviedo, FL 32765-5835

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


(Signature)

12/2/99
(Date)

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