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DENNIS J. LUMSDEN
6719 Winkler Road, Suite 121
Fort Myers, Florida 33919
(941)489-1774
FAX (941)489-1784

December 2, 1996

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-12/04/96--01110--018
***122.50 ***122.50

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

Re: C² PRODUCTIONS, INC.

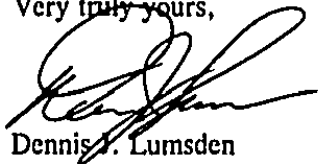
Gentlemen:

Enclosed please find the original and one copy of Articles of Incorporation for the above, along with my check in the amount of \$122.50, to cover the appropriate fees.

When filed, please return the certified copy to the undersigned.

Thank you for your assistance.

Very truly yours,



Dennis J. Lumsden

FILED
96 DEC -4 AM 10:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Handwritten:
Jan 1, 97

ARTICLES OF INCORPORATION

OF

C² PRODUCTIONS, INC.

FILED
96 DEC -4 11:10:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, Florida Statutes, Section 607.0101 et seq., hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of this Corporation is **C² PRODUCTIONS, INC.**

ARTICLE II - PRINCIPAL OFFICE

The principal office of this Corporation is located at:

6719 Winkler Road, #120B
Fort Myers, Florida 33919

ARTICLE III - COMMENCEMENT AND DURATION

This Corporation shall commence to exist on January 1, 1997, in accordance with Section 607.0123(2), Florida Statutes, and shall have perpetual existence.

ARTICLE IV - PURPOSE

The purpose of this Corporation is to engage in any and all lawful business for which corporations may be incorporated.

ARTICLE V - CAPITAL STOCK

This Corporation is authorized to issue Ten Thousand (10,000) common shares, all of one class, each having a par value of One Dollar (\$1.00) per share.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The name and address of the initial registered agent and registered office of this Corporation are as follows:

Charles R. Corley

6719 Winkler Road, Suite 120B
Fort Myers, Florida 33919

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This Corporation shall initially have one (1) Director. The number of Directors may be either increased or decreased, from time to time, by or under the Bylaws of the Corporation, but shall never be less than one (1).

The name and address of the initial Director of this Corporation are:

Charles R. Corley

6719 Winkler Road, #120B
Fort Myers, Florida 33919


ARTICLE VIII - INCORPORATOR

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

Charles R. Corley

6719 Winkler Road, #120B
Fort Myers, Florida 33919


IN WITNESS WHEREOF, I have subscribed my name December 2, 1996.



Charles R. Corley, Incorporator

ACCEPTANCE BY REGISTERED AGENT

I hereby accept the appointment of Registered Agent. I am familiar with, and accept the obligations of Section 607.0505 Florida Statutes.



Charles R. Corley

FILED
96 DEC -4, AM 10:11
SECTION 607.0505 STATE
TALLAHASSEE FLORIDA