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Florida Department of State

Division of Corporations

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To:

Division of Corporations

Fax Number : (850) 205-0381

From:

Account Name : EMPIRE CORPORATE KIT COMPANY

Account Number : 072450003255

Phone : (305) 634-3694

Fax Number : (305) 633-9696

EFFECTIVE DATE
01/02/02**FLORIDA PROFIT CORPORATION OR P.A.**

palmPIX studios, inc

Certificate of Status	0
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

PALMPIX STUDIOS, INC.

EFFECTIVE DATE
01/02/02

THE UNDERSIGNED, for the purposes of forming a corporation, under the Florida Business Corporation Act, does hereby adopt the following Articles of Incorporation.

ARTICLE ONE - NAME

The name of the Corporation shall be:

PALMPIX STUDIOS, INC.

ARTICLE TWO - EFFECTIVE DATE

The effective date of these Articles of Incorporation shall be

January 2, 2002.

ARTICLE THREE - DURATION

The duration of the Corporation shall be perpetual.

ARTICLE FOUR - GENERAL PURPOSE

The general purposes for which the Corporation is organized are the following:

- A. To engage and transact any lawful business for which corporations may be incorporated under the Florida Business Corporation Act. No other purpose limits this general purpose in any way.
- B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

ARTICLE FIVE - SHARES

The aggregate number of shares which the Corporation is authorized to issue is **ONE THOUSAND (1,000) SHARES** of common stock with no par value.

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ARTICLE SIX - PRINCIPAL OFFICE

The initial street address of the principal place of business and mailing address of the Corporation shall be:

C/O Oliver J. Langstadt, Esq.
815 Ponce de Leon Blvd.
Suite 200
Coral Gables, Florida 33134

ARTICLE SEVEN - REGISTERED AGENT

The name and address of the initial Registered Agent is:

Oliver J. Langstadt, Esq.
815 Ponce de Leon Blvd.
Suite 200
Coral Gables, Florida 33134

ARTICLE EIGHT - BOARD OF DIRECTORS/OFFICERS

The number of Directors constituting the initial Board of Directors is two (2). The number of Directors may be increased or decreased from time to time in accordance with the By-Laws, but shall never be less than one (1). The names and addresses of the initial Directors and Officers of the Corporation are as follows:

President/Treasurer:

Sascha M. T. Balzer
Sigmaringer Str. 12
10713 Berlin
Germany

Vice President/Secretary:

Frank Uwe Herrmann
Sigmaringer Str. 12
10713 Berlin
Germany

ARTICLE NINE - INCORPORATOR

The name and address of the incorporator is as follows:

Oliver J. Langstadt, Esq.
815 Ponce de Leon Boulevard
Coral Gables, Florida 33134

ARTICLE TEN - INDEMNIFICATION

The Corporation shall indemnify each Officer and Director, including former Officers and former Directors, to the full extent permitted by law.

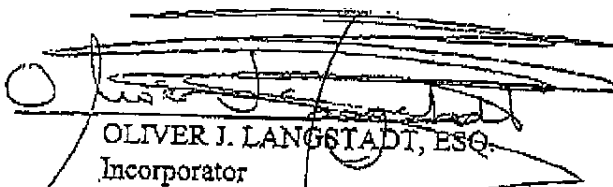
ARTICLE ELEVEN - RIGHT TO AMEND ARTICLES

The 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 reservation.

ARTICLE TWELVE - BY-LAWS

The power to adopt, alter, amend and repeal the By-Laws shall be vested in the Board of Directors, but all alterations, amendments, and repeals must be approved by a majority of the Shareholders.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on this 20 day of DECEMBER, 2001.


OLIVER J. LANGSTADT, ESQ.
Incorporator

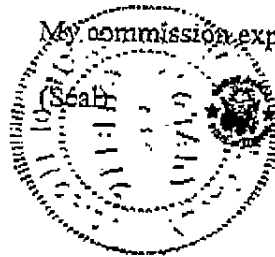
STATE OF FLORIDA)

COUNTY OF MIAMI-DADE)

) ss:

The foregoing Articles of Incorporation were acknowledged before me this 20 day of December, 2001, by OLIVER J. LANGSTADT, ESQ., who personally appeared before me at the time of notarization and who is personally known to me.

My commission expires:



Clemens W. Pauly
My Commission CC004387
Expires August 29, 2004

A handwritten signature of Clemens W. Pauly in black ink.

Clemens W. Pauly
Notary Public- State of Florida at Large

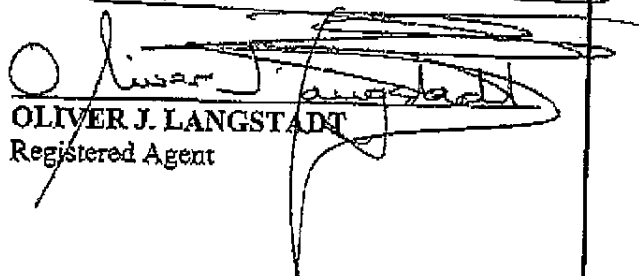
These Articles were prepared by:

OLIVER J. LANGSTADT, ESQUIRE
815 Ponce De Leon Boulevard
Second Floor
Coral Gables, Florida 33134
Tel: 305-461-5667
Fax: 305-461-4885

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ACCEPTANCE BY DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

I, the undersigned person, having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in the foregoing articles of incorporation, 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.

DATED this 20 day of DECEMBER, 2001.


 OLIVER J. LANGSTADT
 Registered Agent

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