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03/21/05 11:23
MAR 21 2005

J. Shivers MAR 25 2005

TRANSMITTAL LETTER

Department of State
Division of Corporations
P.O. box 6327
Tallahassee, Fl 32314

Subject: VPStudios Incorporated

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

\$70.00	for filing fee
8.75	for certificate of status
<u>8.75</u>	<u>for certified copy</u>

Total = **\$87.50**

From: Richard L. Colonel
143 Melrose Landing Drive
Hawthorne, Florida 32640

Day phone (352) 475-1637

Thanks in advance,


Richard L. Colonel

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida, in compliance with Chapter 607 and/or Chapter 621, F.S (profit)

ARTICLE I - NAME

The name of the corporation shall be: VPStudios Incorporated

ARTICLE II - PRINCIPAL OFFICE

The principal place of business is: 143 Melrose Landing Drive
Hawthorne, Florida, 32640

ARTICLE III - PURPOSE

This corporation may engage in or transact any and all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, county, territory or nation.

ARTICLE IV - SHARES

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 (one thousand) shares of common stock having a par value of \$.01 (one cent) per share.

ARTICLE V - INITIAL OFFICERS AND DIRECTORS

This corporation shall have a minimum of 1 director. The initial Board of Directors shall consist of:

1. Richard L. Colonel director - president, secretary, treasurer.
143 Melrose Landing Drive, Hawthorne, Florida 32640.
2. Gail A. Colonel director - vice-president.
143 Melrose Landing Drive, Hawthorne, Florida, 32640.

ARTICLE VI - REGISTERED AGENT

The initial registered agent shall be:
George Luna, 5717 Trout Street, Melrose, Florida 32666
(352) 475-9516

ARTICLE VII - SPECIAL PROVISIONS

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued there under. Such actions as may be necessary shall be deemed to have been taken by the appropriate officers to accomplish this compliance.

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ARTICLE VIII - TERM OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE IX - LIMITATION OF LIABILITY

Each director, stockholder and officer, in consideration for his services, shall, in the absence of fraud, be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by him in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him by reason of his being or having been a director, stockholder or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, stockholder or officer may be entitled as a matter of law.

ARTICLE X - SELF DEALING

No contract or other transaction between the corporation and other corporations, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in a contract or transaction, or are directors or officers of any other corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in such contract, act or transaction, or in any way connected with such person or person's firm or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested. Any director of the corporation may vote upon any transaction with the corporation without regard to the fact that he is also a director of such subsidiary or corporation.

ARTICLE XI - ACKNOWLEDGEMENT OF SOVERIGN AUTHORITY

The directors, officers, and stockholders of this legal entity, acknowledge the sovereign authority of God our Creator, Jesus Christ our Lord and Saviour, and the Holy Spirit our Comforter and Teacher. We joyfully agree to trust and obey God in all that we undertake, and to serve as faithful stewards of all the blessings this corporation provides.

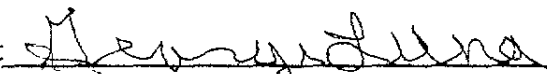
ARTICLE XII - INCORPORATOR

The name and address of the incorporator is:

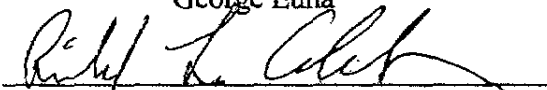
Richard L. Colonel, 143 Melrose Landing Drive, Hawthorne, Florida, 32640

Having been named as registered agent to accept service of process for the above stated Corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and I agree to act in this capacity

Signature/ Registered Agent


George Luna

Signature/ Incorporator


Richard L. Colonel

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