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FLORIDA PROFIT/NON PROFIT CORPORATION

CIRCUS CITY BRANCH USA CORP.

Certificate of Status	1
Certified Copy	1
Page Count	05
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Electronic Filing Menu

Corporate Filing Menu

Help

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J. Shivers APR 15 2007

**ARTICLES OF INCORPORATION
OF
CIRCUS CITY BRANCH USA CORP.**

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TALLAHASSEE, FLORIDA

ARTICLE I

The name of this corporation is: CIRCUS CITY BRANCH USA CORP.

ARTICLE II

This corporation shall have perpetual existence.

ARTICLE III

The business to be transacted by this corporation is operation of an animation studio. This corporation shall have the powers as enumerated in Section §607.011 of the Florida Statutes, as they presently exist, together with any and all amendments to said Section.

ARTICLE IV

The principal place of business for this corporation is 153 Sevilla Avenue, Coral Gables, FL 33134.

ARTICLE V

The mailing address of this corporation is P.O. Box 140668, Coral Gables, FL 33114-0668.

ARTICLE VI

This corporation is authorized to issue 7,500 shares of \$1.00 par value common stock, which shall be designated as "Common Shares".

ARTICLE VII

The street address of the initial registered office of this corporation and the name of the initial registered agent of this corporation at that address is:

M.J.F. Registered Agent Corp.
153 Sevilla Avenue
Coral Gables, Florida 33134

ARTICLE VIII

The name and post office address of the directors of this corporation is:

Panayis Nicola Palexas
Av. La Paz 651
Lima 18, Peru

Demetris Nicola Palexas
Av. La Paz 651
Lima 18, Peru

ARTICLE IX

The corporation shall have two (2) directors initially. The number of directors may be increased from time to time in accordance with the By-Laws of the corporation adopted by the stockholders. To the extent permitted by law, the corporation shall indemnify and hold harmless each person who shall serve as a director or officer of the corporation, and each person who serves at the request of the corporation as a director or officer of any other corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of her being a director or officer. The corporation shall reimburse such persons for all costs, legal and other expenses reasonably incurred by her in connection with any claims or liability as to which it shall be adjudged that such officer or director is liable to the extent permitted by law.

ARTICLE X

The name and address of the person signing these Articles is as follows:

Michael J. Freeman
153 Sevilla Avenue
Coral Gables, Florida 33134

ARTICLE XI

These Articles of Incorporation may be amended by manner provided by law. Every amendment shall be approved by the directors, properly proposed by them to the stockholders of the corporation, and approved by said stockholders at a meeting of the majority of said stockholders then entitled to vote thereon, unless all of the Board of Directors and all of the stockholders of the corporation sign a written statement manifesting their intention that a certain amendment to the Articles of Incorporation be made.

IN WITNESS WHEREOF, the party hereto has hereunto set her hand and seal at Coral Gables, Miami-Dade County, Florida this 14th day of April 2008.

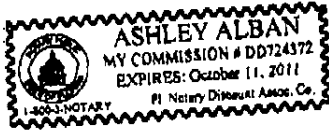
CIRCUS CITY BRANCH USA CORP., a Florida corporation

By: Michael J. Freeman
Michael J. Freeman, Incorporator

STATE OF FLORIDA)
COUNTY OF MIAMI-DADE)

BEFORE ME personally appeared Michael J. Freeman with knowledge that he is the incorporator in the foregoing Articles of Incorporation and that he acknowledged before me that he executed the foregoing Articles of Incorporation.

SWORN TO AND SUBSCRIBED before me this 14th day of April 2008.



Ashley Alban
Notary Public, State of Florida

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED IN COMPLIANCE WITH SECTION §48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED: THAT, CIRCUS CITY BRANCH USA CORP., A FLORIDA CORPORATION DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF CORAL GABLES, STATE OF FLORIDA, HAS NAMED M.J.F. REGISTERED AGENT CORP., LOCATED AT 153 SEVILLA AVENUE, CITY OF CORAL GABLES, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

CIRCUS CITY BRANCH USA CORP., a Florida corporation

By: Michael J. Freeman
Michael J. Freeman, Incorporator

ACCEPTANCE

HAVING BEEN NAMED TO ACCEPT SERVICE OR PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

M.J.F. REGISTERED AGENT CORP.

Michael J. Freeman

Michael J. Freeman, President

Date: April 14, 2008

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