

**Electronic Articles of Incorporation
For**

P13000045163
FILED
May 21, 2013
Sec. Of State
vherring

SPINNING REEL FILMS, INC.

The undersigned incorporator, for the purpose of forming a Florida profit corporation, hereby adopts the following Articles of Incorporation:

Article I

The name of the corporation is:
SPINNING REEL FILMS, INC.

Article II

The principal place of business address:
2941 N.W. 21ST STREET
FORT LAUDERDALE, FL. 33311

The mailing address of the corporation is:
9663 SANTA MONICA BLVD.
441
BEVERLY HILLS, CA. 90210

Article III

The purpose for which this corporation is organized is:
TO DEVELOP, FINANCE, PRODUCE AND DISTRIBUTE MOTION
PICTURES.

Article IV

The number of shares the corporation is authorized to issue is:
1000000

Article V

The name and Florida street address of the registered agent is:
LAMONT T CAIN CCEO
2941 N.W. 21ST STREET
FORT LAUDERDALE, FL. 33311

I certify that I am familiar with and accept the responsibilities of registered agent.

Registered Agent Signature: LAMONT T. CAIN

Article VI

The name and address of the incorporator is:

LAMONT T. CAIN
2941 N.W. 21ST STREET

FORT LAUDERDALE, FL 33311

Electronic Signature of Incorporator: LAMONT T. CAIN

I am the incorporator submitting these Articles of Incorporation and affirm that the facts stated herein are true. I am aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S. I understand the requirement to file an annual report between January 1st and May 1st in the calendar year following formation of this corporation and every year thereafter to maintain "active" status.

Article VII

The initial officer(s) and/or director(s) of the corporation is/are:

Title: CCEO
LAMONT T CAIN FOUNDER
9663 SANTA MONICA BLVD., SUITE 441
BEVERLY HILLS, CA. 90210

Title: COO
ALLEN B BATES III PRES
9663 SANTA MONICA BLVD., SUITE 441
BEVERLY HILLS, CA. 90210

Title: GSO
HARVEST L SMITH VPRES
9663 SANTA MONICA BLVD., SUITE 441
BEVERLY HILLS, CA. 90210

Title: TRES
ANNICE G CANADY
9663 SANTA MONICA BLVD., SUITE 441
BEVERLY HILLS, CA. 90210

Title: SEC
L T CAIN
9663 SANTA MONICA BLVD., SUITE 441
BEVERLY HILLS, CA. 90210

Title: DIR
JOHN K INGRAM
9663 SANTA MONICA BLVD., SUITE 441
BEVERLY HILLS, CA. 90210

Article VIII

The effective date for this corporation shall be:

05/16/2013