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FLORIDA PROFIT/NON PROFIT CORPORATION

pop-9 visual ventures, inc.

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ARTICLES OF INCORPORATION
OF
POP-9 VISUAL VENTURES, INC.

The undersigned incorporator hereby forms a corporation under the laws of the State of Florida and states as follows:

ARTICLE I
NAME

The name of this corporation is: Pop-9 Visual Ventures, Inc.

ARTICLE II
PRINCIPAL OFFICE

The principal office of the corporation is:

510 East Tall Oaks Drive
Palm Beach Gardens, Florida 33410

ARTICLE III
DURATION

This corporation shall commence existence upon the filing of these Articles of Incorporation, and continue in existence perpetually thereafter.

ARTICLE IV
PURPOSE

This corporation is organized for the primary purpose of motion picture, television and video production and related products and services, and all things necessary and related thereto for the lawful pursuit necessary or incidental to the accomplishment or the purpose or the attainment of the objects or the furtherance or such purposes or objects of the Corporation; and to exercise those powers, rights and procedures set forth in Chapter 607, Florida Statutes, Florida General Corporation Act, and of the purposes of transacting any and all lawful business.

George D. Psolinos, P.A.
1655 Palm Beach Lakes Blvd., Suite 106
West Palm Beach, FL 33401
Florida Bar #339857
(561- 640-9010)

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The foregoing paragraph shall be construed as enumerating both objects and purposes of the Corporation; and it is hereby expressly provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of the Corporation otherwise permitted by law.

ARTICLE V
CAPITAL STOCK

This corporation is authorized to issue a maximum of 1000 shares of a common class stock having \$.01 par value per share.

ARTICLE VI
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is

George D. Psoinos, P.A.
1655 Palm Beach Lakes Boulevard, #106
West Palm Beach, Florida 33401

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

George D. Psoinos, Esquire

ARTICLE VII
INCORPORATOR

The name and mailing address of the undersigned incorporator signing these Articles of Incorporation is:

Jason K. King
510 East Tall Oaks Drive
Palm Beach Gardens, Florida 33410

ARTICLE VIII
INITIAL DIRECTOR

The name and mailing address of the initial director of the Corporation is:

Jason K. King
510 East Tall Oaks Drive
Palm Beach Gardens, Florida 33410

ARTICLE IX
AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of

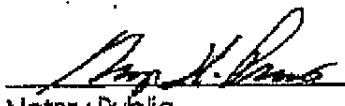
Incorporation this 2nd day of February, 2006.



Jason K. King, Incorporator

STATE OF FLORIDA
COUNTY OF PALM BEACH

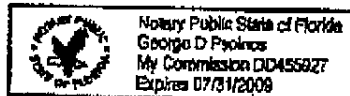
The foregoing Articles of Incorporation were acknowledged before me this 2nd day of February, 2006, by Jason K. King, as Incorporator, who is personally known to me, who has produced FL DL K 520431701390 as identification and who did ~~not~~ take an oath.



Notary Public

Printed Name:

My Commission Expires:



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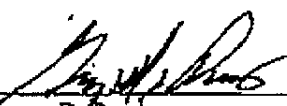
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CERTIFICATE DESIGNATING THE ADDRESS
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED

Having been named to accept service of process for Pop-9 Visual Ventures, Inc., at the place designated in its Articles of Incorporation, I agree to act in this capacity and to comply with the provisions of Section 607.0505 of the Florida Statutes.

Dated this 2nd day of February, 2006.


George D. Psolinos
1655 Palm Beach Lakes Boulevard, #106
West Palm Beach, Florida 33401

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