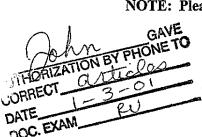
TRANSMITTAL LETTER

N01000000009

Division of Corporations P. O. Box 6327 Tallahassee, FL 32314

SUBJECT: HORIZON FILM STUDIO, INC.									
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX) OD OD OD OD OD OD OD OD OD O									
Enclosed is an original and	one (1) copy of the articl	es of incorporation and a	. check for:						
□ \$70.00 Filing Fee	\$78.75 Filing Fee & Certificate of Status	□\$78.75 Filing Fee & Certified Copy	\$87.50 Filing Fee, Certified Copy & Certificate	2:44 2:44					
		ADDITIONAL CO	PY REQUIRED						
FROM: JOHN SCOTT WILL Name (Printed or typed) FROM: OZ-0/									
1520-A NORTHGATE BLVD. 4000035134648 Address -12/26/0001115016 *****78.75 *****78.75									
SARASOTA, FL 34234 City, State & Zip									
ست ایند - بندیش بیش در	(941) 586-3 Daytime Tele	580 phone number							

NOTE: Please provide the original and one copy of the articles.



T. Burch IAM 3 200

ARTICLES OF INCORPORATION

In Compliance with Chapter 617, F.S., (Not for Profit)

ARTICLE I NAME

The name of the corporation shall be:

HORIZON FILM STUDIO, INC.

00 DEC 26 PM 2: 44

FILED

ECRETARY OF STATE TALLAHASSEE, FLORIDA

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

1520-A NORTHGATE BLUD.

SARASOTA, FL 34234

EFECTIVE DATE

ARTICLE III PURPOSE

The purpose for which the corporation is organized is:

PURPOSES! TO EDUCATE AND INVOLVE INTERESTED INDIVIDUALS IN THE USE OF DIGITAL VIDEO AS A MEANS OF TELLING STORIES AND EXPRESSING IDEAS TO PROVIDE DIGITAL VIDEO (BROADCAST - QUALITY) EQUIPMENT AND PRODUCTION
ASSICTANCE TO UP-AND-COMING FILMMAKERS WHO MAY NOT OTHERWISE HAVE
ARTICLE IV MANNER OF ELECTION ACCESS TO SUCH EQUIPMENT, NEEDED TO MAKE THEIR
MOUTES

MOUTES. The manner in which the directors are elected or appointed:

THE DIRECTORS ARE APPOINTED BY THE "INCORPORATOR"

THE FOREGOING PURPOSES AND ACTIVITIES WILL BE INTERPRETED AS EXAMPLES ONLY AND NOT AS LIMITATIONS, AND NOTHENG THEREIN SHALL BE DEEMED AS PROHIBITING THE CORPORATION FROM EXTENDENG ITS ACTIVITIES TO ANY RELATED OR OTHERWISE PERMISSIBLE LAWFUL BUSTNESS PURPOSES WHICH MAY BECOME NECESSARY, PROFITABLE, OR DESTRABLE FOR THE FURTHER-ANCE OF THE CORPORATE

OBJECTIVES EXPRESSED

ABOVE.

ARTICLE V INITIAL DIRECTORS OFFICERS

The name and addresses:

ARTICLE VI INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the registered agent is:

JOHN SCOTT WILL 21 GOLFVIEW ROAD

ROTONDA, FL 33947

ARTICLE VII INCORPORATOR

The name and address of the Incorporator is:

JOHN SCOTT WILL 21 GOLFVIEW ROAD ROTONDA, FL 33947

for the above stated corneration at the place designated

Having been named as registered age	ent to ac	cept serv	nce o	ij pro	cess jor ine	ed agent and agree to act in this capacity.
in this certificate, I am familiar with	and acce	ept the ap	ppoin	itmen	it as register	
124.0	-					12/18/00

Signature/Registered Agent

JOHN SCOTT WILL

Date

JOHN SCOTT WITLL

12/18/00

Signature/Incorporator

VII Corporation Effective Date

Jan 2, 2001