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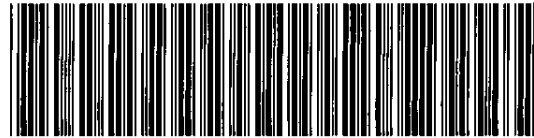
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

C.F. 11-6

COVER LETTER

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

SUBJECT: Pebble in a Pond Entertainment, Corp.

(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the Articles 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

ADDITIONAL COPY REQUIRED

FROM: Arianna Goldman, Esquire

Name (Printed or typed)

6754 Pines Boulevard, Suite B

Address

Pembroke Pines, FL 33024

City, State & Zip

954-981-9334

Daytime Telephone number

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

**AFFIDAVIT PERMITTING THE IMMEDIATE ASSUMPTION OR USE OF THE
CORPORATE NAME BY ANOTHER CORPORATION**

BEFORE ME, the undersigned authority, duly authorized to administer oaths and take acknowledgements, personally appeared, **JENNIFER SAFINA**, and who, being by me first duly sworn, depose(s) and say(s):

1. My name is Jennifer Safina and I reside at 1005 SW 7th Street, Ft. Lauderdale, Florida 33315.
2. I am the Vice-President of Pebble in a Pond Entertainment, Corp., with a principal office located at 1314 E Las Olas Blvd., Suite 217, Ft. Lauderdale, Florida.
3. I am filing articles of dissolution in my capacity as director and vice-president.
4. The corporation has not commenced business and a majority of the incorporators have authorized the dissolution.
5. The articles of dissolution will in no way be revoked.
6. I grant the permission of the corporate name Pebble in a Pond Entertainment, Corp. to be used immediately by another corporation.
7. I am incorporating another not for profit for which I grant the immediate use of the corporate name, Pebble in a Pond Entertainment, Corp.
8. I further state that I am familiar with the nature of an oath, and with the penalties as provided by the laws of Florida for falsely swearing to statements made in an instrument of this nature.

FURTHER AFIANT SAYETH NAUGHT.

Dated this 25th of October, 2007

Pebble in a Pond Entertainment, Corp.

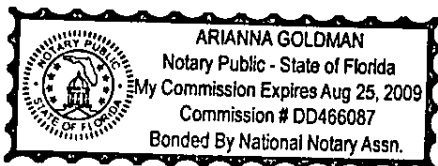
By: _____

Jennifer Safina

Its: Director and Vice-President

**STATE OF FLORIDA
COUNTY OF BROWARD**

The foregoing was acknowledged before me this 25th day of October, 2007, by **JENNIFER SAFINA**, who is personally known to me as identification who did (did not) take an oath.



Notary Public

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION OF PEBBLE IN A POND
ENTERTAINMENT, CORP.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a nonprofit corporation under the Florida Not-For-Profit Corporation Act, Florida Statutes Chapter 617, makes and adopts the following articles of incorporation:

Article 1. Name

The name of the corporation is as follows: Pebble in a Pond Entertainment, Corp.

Article 2. Address

The address of the principal office and the mailing address of the corporation is:
1314 East Las Olas Boulevard, Suite 217, Fort Lauderdale, Florida 33301.

Article 3. Initial Registered Office and Agent

The street address of the initial registered office of the corporation is:
6754 Pines Boulevard, Suite B, Pembroke Pines, Florida 33024.
The name of its initial registered agent at that address is: Goldman & Rosa, P.A.

Article 4. No Members

The corporation shall not have members and shall not issue membership certificates.
The corporation shall not issue shares of stock.

Article 5. Not For Profit

The corporation is a not-for-profit corporation under Chapter 617, Florida Statutes.
The corporation is not formed for pecuniary profit.

Article 6. Duration

The duration (term) of the corporation is perpetual.

Article 7. Purposes

Anything in these articles of incorporation to the contrary notwithstanding, the purpose or purposes for which this corporation is organized are limited to those that will qualify it as an exempt organization under 26 U.S.C.A. § 501(c)(3), including, for those purposes, the making of distributions to organizations that qualify as tax-exempt organizations under the Internal Revenue Code.

This corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation. This corporation shall not participate in

or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

Article 8. Powers

Solely for the above purposes, the corporation shall have the following powers:

A. To exercise all rights and powers conferred by the laws of the State of Florida on nonprofit corporations, including but not limited to those set forth in Florida Statutes Chapter 617 and the following powers: to acquire by bequest, devise, gift, grant, donation, contribution, purchase, lease or otherwise any property of any sort or nature without limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate or otherwise dispose of the property and the income, principal and proceeds of the property.

B. To engage in and transact any other lawful activity, solely in furtherance of the above purposes, for which nonprofit corporations may be incorporated under the Florida Not-For-Profit Corporation Act, and any successor or amendment to the Florida Not-For-Profit Corporation Act.

C. To do any other things as are incidental to the powers of the corporation or necessary or desirable in order to accomplish the purposes of the corporation.

Article 9. Limitation

No part of the net earnings of the corporation shall inure directly or indirectly to the benefit of or be distributable to its members (if the corporation ever has any), directors or officers, but the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article 8 (Purposes) of these Articles.

Article 10. Dissolution

On liquidation or dissolution all properties and assets of this corporation remaining after paying or providing for all debts and obligations shall be distributed and paid over to a fund, foundation or corporation organized and operated for charitable or religious purposes designated by the board of directors which shall at the time qualifies as a tax-exempt organization under 26 U.S.C.A. § 501(c)(3), or as that statute may be amended. For purposes of this article, an organization is a "qualified organization" only if, at the time of receiving the assets, it is operated exclusively for the purposes described in 26 U.S.C.A. § 170(c)(1) or 26 U.S.C.A. § 170(c)(2)(B) and is described in 26 U.S.C.A. § 509(a)(1), (2) or (3).

Article 11. Board of Directors

There shall be a board of directors consisting of at least three individuals. The initial directors are elected by the incorporators. After that, each director shall be elected by majority vote of the board of directors in the manner and at the times set forth in the bylaws. Any director may be removed by the affirmative vote of at least two-thirds of the board of directors.

The name and street address of each director is as follows:

Jane Dagmi, President: 1314 East Las Olas Boulevard, Suite 217, Fort Lauderdale, Florida 33301.

Jennifer Safina, Vice-President: 1005 Southwest 7th Street, Fort Lauderdale, Florida 33315.

Yasemin Wasserman, Treasurer: 600 Southwest 12th Court, Fort Lauderdale, Florida 33315.

ARTICLE 12. Officers

The officers of the corporation may consist of a president, one vice president, a secretary and a treasurer, and any other officers and assistant officers as may be provided for in the bylaws or by resolution of the board of directors. Each officer shall be elected by majority vote of the board of directors (and may be removed by majority vote of the board of directors) at such a time and in such a manner as may be prescribed by the bylaws or by law.

Article 13. Incorporator

The name and street address of each incorporator is as follows:

Jennifer Safina: 1005 Southwest 7th Street, Fort Lauderdale, Florida, 33315.

Article 14. Bylaws

The bylaws of the corporation are to be made and adopted by the board of directors, and may be altered, amended or rescinded by the board of directors.

Article 15. Amendment

The corporation reserves the right to amend or repeal any provision contained in these articles of incorporation or any amendment to them.

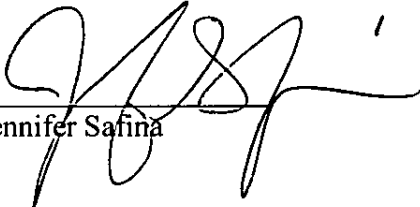
Article 16. Indemnification and Civil Liability Immunity

The corporation shall indemnify each director and officer, including former directors and officers, to the fullest extent allowed by law, including but not limited to Florida Statutes Chapter 617. It is intended that the corporation be an organization the officers and directors of which are immune from civil liability to the extent provided under Florida Statutes Chapter 617 and other similar laws.

Article 17. Commencement of Corporate Existence

The date when corporate existence shall commence is October 26, 2007.

In, witness, the undersigned incorporator has signed these articles of incorporation on October 25, 2007.



Jennifer Safina

CERTIFICATE OF DESIGNATION AND ACCEPTANCE BY REGISTERED AGENT

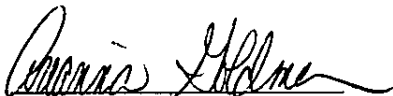
Pursuant to the provisions of Fla. Stat. § 617.0501, the undersigned corporation organized under the not-for-profit corporation laws of the State of Florida submits the following statement in designating the registered office and registered agent of the corporation in the State of Florida:

1. Name of the corporation:
Pebble in a Pond Entertainment, Corp.
2. Name and address of the registered agent and office:
Goldman & Rosa, P.A.
6754 Pines Boulevard, Suite B
Pembroke Pines, Florida 33024
County of Broward

I, the undersigned partner of the corporation, having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this statement, accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: October 25, 2007.

Goldman & Rosa, P.A.



Arianna Goldman, Partner

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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