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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

J. Shivers MAR 31 2009



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March 27, 2009

**VIA OVERNIGHT DELIVERY, MONDAY DELIVERY**

Secretary of State  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, Florida 32301

**Re: Articles of Incorporation for CineVisun, Inc.**

Gentlemen:

Enclosed are two (2) executed copies of Articles of Incorporation of CineVisun, Inc., a Florida not-for-profit corporation and Registered Agent Registration along with a check in the amount of \$78.75. Please return a certified copy to the undersigned.

If there are any questions, please call.

Very truly yours,

A handwritten signature in dark ink, appearing to read "SHS", written over a horizontal line.

Stephen H. Siegel, Esq.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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Enclosures

cc (w/encl): Kevin Sharpley

**ARTICLES OF INCORPORATION**

**OF**

**CINEVISUN, INC.**

**(A Florida Not-For-Profit Corporation)**

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TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator of the **CINEVISUN, INC.**, a Florida Corporation organized under the Florida Not-For-Profit Corporation Act, hereby adopts the following Articles of Incorporation for such Corporation:

**ARTICLE I**

**NAME AND ADDRESS**

The name of the Corporation shall be CINEVISUN, INC. The address and principal office of the Corporation shall be located at 1205 Lincoln Road, Suite 215, Miami Beach, Florida 33139.

**ARTICLE II**

**PURPOSE**

The organization is organized exclusively for charitable, educational, and scientific purposes under Section 501(c)(3) of the Internal Revenue Code, or any corresponding section of any future federal tax code, as well as Chapter 617, Florida Statutes, as amended.

**ARTICLE III**

**POWERS**

The Corporation shall have the power to acquire, own, maintain and use its assets for the purposes for which it is organized; to raise funds by any legal means for the encouragement of its purposes; to acquire, hold, own, use, and dispose of real or personal property in connection with the purposes of the Corporation; to exercise all powers necessary or convenient to the furtherance of the purposes for which the Corporation is organized; and shall have such other powers as are granted to corporations not-for-profit under Florida Statutes and case law.

**ARTICLE IV**

**LIMITATIONS**

A. No earnings of the Corporation shall inure in whole or in part to the benefit of private individuals, except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes.

B. No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation.

C. Notwithstanding any other provisions of these Articles of Incorporation, the

Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) and its regulations, as they now exist or as they may hereafter be amended, or by an organization contributions to which are deductible under Code Section 170(c)(2) and regulations as they now exist or as they may hereafter be amended.

#### ARTICLE V

#### DISTRIBUTION OF SURPLUS ON LIQUIDATION

Upon the liquidation, dissolution or other discontinuance of the charitable, educational, and scientific activities and operations of the Corporation, no surplus remaining after payment of the just debts and liabilities of the Corporation shall be distributed to or among the directors or officers of the Corporation, or any other private individuals, but after making provision for the payment of all of the liabilities of the Corporation, the remaining assets shall be distributed, as selected by the Board of Directors, to such other organization or organizations as are exempt under Code Section 501(c)(3) or the corresponding provision of any future United States Internal Revenue law.

#### ARTICLE VI

#### INCORPORATOR

The name of the Incorporator of this Corporation is Kevin Sharpley, and the address of said Incorporator is 1205 Lincoln Road, Suite 215, Miami Beach, Florida 33139.

#### ARTICLE VII

#### DIRECTORS

The affairs of the Corporation shall be managed by the Board of Directors of the Corporation, who shall have the sole and exclusive right to manage the affairs of the Corporation, except as shall be otherwise provided by law, the bylaws of the Corporation, or these Articles of Incorporation.

#### ARTICLE VIII

#### BOARD OF DIRECTORS

A. The number of persons constituting the initial Board of Directors shall be at least three (3). The number and selection of members of subsequent Boards shall be determined as provided in Paragraph C of this Article.

B. The name and address of the initial Board of Directors is as follows:

Kevin Sharpley	1205 Lincoln Road, Suite 215, Miami Beach, Florida 33139
Richard Wolfe	1205 Lincoln Road, Suite 215, Miami Beach, Florida 33139
Jeff Peel	1205 Lincoln Road, Suite 215, Miami Beach, Florida 33139
Andy Scheffer	1205 Lincoln Road, Suite 215, Miami Beach, Florida 33139
Oronde Giddings	1205 Lincoln Road, Suite 215, Miami Beach, Florida 33139

C. The Directors of the Corporation may, in their discretion, by majority vote of the Directors present at a duly convened meeting of the Board of Directors, determine to increase or decrease the number of members of the Board of Directors, but in no event shall such number be less than three (3).

D. Any vacancy on the Board shall be filled in the manner set forth in the Corporation's Bylaws.

#### ARTICLE IX

##### BYLAWS


Bylaws shall be adopted, altered, amended or repealed by majority vote of the Board of Directors, or such other method as may be set forth in the Bylaws. The Bylaws may contain any provision for the regulation and management of the affairs of the Corporation not inconsistent with Florida law or the Articles of Incorporation.

#### ARTICLE X

##### REGISTERED OFFICE AND AGENT

The street address of the registered office of the Corporation is 1205 Lincoln Road, Suite 215, Miami Beach, Florida 33139, and the name of the registered agent of the Corporation at that address is Kevin Sharpley.

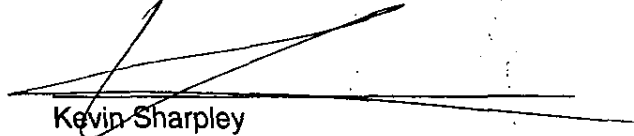
IN WITNESS WHEREOF, the Incorporator has hereunto fixed his signature this 27th day of March 2009.

  
\_\_\_\_\_  
Stephen H. Siegel

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I, Kevin Sharpley, hereby accept the appointment as the Registered Agent of CineVisun, Inc., and agree to comply with the provisions of Florida law related to keeping the Registered Agent's office open.

Dated: March 27, 2009

  
Kevin Sharpley

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