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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

January 31, 2000

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-02/03/00-01073-003
*****78.75 *****78.75

Florida Department of State
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

EFFECTIVE DATE
1-31-00


Re: BV3D Studios, Inc.

Dear Corporate Filings Personnel:

Please find enclosed articles of incorporation for the referenced corporation and my check in the amount of \$78.75 for the filing fee, registered agent designation and a certified copy of the articles of incorporation.

Should there be any questions regarding this matter, please call me at 850-435-1515.

Sincerely,



Theresa J. Koper
1704 East Mallory Street
Pensacola, FL 32503

EFFECTIVE DATE

1-31-00

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**ARTICLES OF INCORPORATION
OF
B V 3 D STUDIOS, INC.**

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

**ARTICLE I
(Name and Mailing Address)**

The name of the corporation is B V 3 D STUDIOS, INC., and its mailing address is 1704 E. Mallory, Pensacola, Florida 32503.

**ARTICLE II
(Duration)**

The duration of this corporation is perpetual and its existence shall commence on the date of execution and acknowledgment of these Articles.

**ARTICLE III
(Purpose)**

The general purposes for which this corporation is organized is architectural design; to engage in such other activities as are incidental to or connected with the operation of such business; and to transact any other lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

**ARTICLE IV
(Capital Stock)**

This corporation is authorized to issue 1,000 shares of common stock with a par value of \$1.00 per share.

**ARTICLE V
(Initial Registered Office and Registered Agent)**

The street address of the initial registered office of this corporation is 1704 E. Mallory, Pensacola, Florida 32503, and the name of the initial registered agent of this corporation at that address is GEORGE D. KOPER, JR.

**ARTICLE VI
(Preemptive Rights)**

Every Shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE VII
(Initial Board of Directors)**

This corporation shall have ****number**** directors initially. The number of Directors may be either increased or diminished from time to time by a majority of the shareholders present in person or by proxy at any annual or special meeting of the shareholders but shall never be less than one director nor more than seven directors. The names and addresses of the initial directors of this corporation are:

THERESA J. KOPER	1704 E. Mallory Pensacola, Florida 32503
GEORGE D. KOPER, JR.	1704 E. Mallory Pensacola, Florida 32503

**ARTICLE VIII
(Incorporators)**

The name and address of the person signing these Articles is THERESA J. KOPER, 1704 E. Mallory, Pensacola, Florida 32503.

**ARTICLE IX
(Bylaws)**

The Bylaws of the corporation shall be adopted, altered, amended or repealed and new Bylaws may be adopted, by either the Board of Directors or the Shareholders, but the Board of Directors may not amend or repeal any Bylaw adopted by the Shareholders if the Shareholders specifically provide that the Bylaw is not subject to amendment or repeal by the Directors.

**ARTICLE X
(Amendment)**

This corporation reserves the right, subject to the approval of persons voting not less than a two-thirds majority of the outstanding fully paid and non-assessable shares of the capital stock of the corporation, to amend or repeal any provision contained in these Articles of Incorporation, or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation on this 21 day of JANUARY, 2000



THERESA J. KOPER, Incorporator

STATE OF FLORIDA

COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me this 31st day of JANUARY, 2000, by THERESA J. KOPER, who is personally known to me or who has produced as identification.

NOTARY PUBLIC:

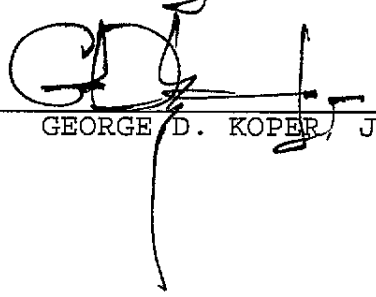
sign Kathleen Wentworth
print KATHLEEN WENTWORTH
State of Florida at Large (Seal)
My Commission Expires:

KATHLEEN WENTWORTH
"Notary Public-State of FL"
Comm Exp. Nov 7, 2003
Comm. No. CC 886262

ACCEPTANCE BY REGISTERED AGENT

The undersigned, being the person named as initial registered agent of B. V 3 D STUDIOS, INC., is familiar with Sections 607.0501, 607.0502, 607.0505 and 607.1508, Florida Statutes, and accepts the obligations thereunder.

EXECUTED this 31 day of January, 2000.



GEORGE D. KOPER, JR.

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