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June 28, 2000

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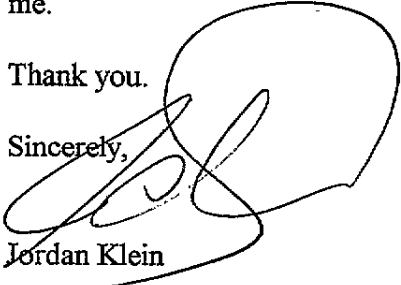
Dept. of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: Oceanic Pictures, Inc.

Enclosed are two copies of Articles of Incorporation for the above referenced company along with my check in the amount of \$78.75. Please file these articles and return a certified copy to me.

Thank you.

Sincerely,


Jordan Klein

JK/gh
Encls. 3

FILED
00 JUN 29 PM 3:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

S. Thompson JUN 30 2000

**ARTICLES OF INCORPORATION
OF
OCEANIC PICTURES, INC.**

FILED
00 JUN 29 PM 3:05
TALLAHASSEE FLORIDA

The undersigned subscribers to these articles of incorporation, each a natural person, competent to contract, hereby associate themselves together to form a corporation under the laws of the State of Florida.

ARTICLE I NAME

The name of the corporation is:

OCEANIC PICTURES, INC.

ARTICLE II NATURE OF BUSINESS

The general nature of the business and the objects and purposes proposed to be transacted and carried on are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might or could do, viz:

(A) To tape, film, produce, direct movies, features, commercials and any and all types of film movie or video productions. To buy, sell and rent camera equipment. And any and all projects, ventures, undertakings of any kind in the movie, video, filming industry.

(B) To improve, buy, sell, exchange, mortgage, rent, lease, invest in, build, erect, equip, maintain, deal in and with, dispose of, manage and operate real property, both improved and unimproved, and personal property of whatever nature or kind, as owner, agent, factor, or broker; to build, construct and alter houses, buildings and structures of whatever nature of kind, and to develop real property, to loan money upon real and personal property and to take mortgages and bonds, and assignment or mortgages and bonds upon real and personal property of whatever nature and kind; and to borrow money thereon by mortgage or otherwise; to buy, sell and deal in bonds and loans secured by mortgages or other liens on real property or personal property of all kinds and descriptions;

(C) To purchase, manufacture, acquire, hold, own, mortgage, hypothecate, pledge, lease, sell, assign, transfer, invest in, trade in, deal in, borrow and lend money upon goods, wares, merchandise and real and personal property of every kind and description;

(D) To act as agent, broker or attorney in fact for any persons, firms or corporations in buying, selling and dealing in real or personal property of whatever nature or kind, and any and every estate and interest therein, and chooses in action secured thereby, judgments resulting therefrom, and other personal property collateral thereto,, in making or obtaining loans upon such property, in supervising, managing and protecting such property and loans and all interest in and claims affecting the same, in effecting insurance against fire and all other risks thereon, and in managing and conducting any legal actions, proceedings and business relating to any of the purposes herein mentioned or referred to; to register mortgages and deeds of trust of real property or chattels, and all other securities collateral thereto; to investigate and report upon the credit and financial solvency and sufficiency of borrowers and sureties upon such securities; and to transact all or any other business which may be necessary or incidental or proper to exercise any or all of the purposes of the corporation.

(E) To subscribe for, purchase, invest in, hold, own, assign, pledge, and otherwise dispose of shares of capital stock, bonds, mortgages, debentures, notes and other securities, obligations, contracts and evidences of indebtedness of any persons, firms, associations, or other corporations, whether domestic or foreign, and to exercise in respect of any such shares of stocks, bonds and other securities, any and all rights, powers and privileges of individual ownership, including the right to vote thereon, to issue bonds and other obligations, and to secure the same by pledging or mortgaging the whole or any part of the property of the Company, and to sell such bonds and other obligations for proper corporate purposes, and to do any and all acts and things tending to increase the value of the property at any time held by the Company.

(F) To acquire, hold, undertake and fully exploit the goodwill, property, rights, franchises, and assets of every kind, and the liabilities of any person, firm, association or corporation, either wholly or partly, and to pay for the same in cash, stocks or bonds of the Company or otherwise.

(G) To borrow money and contract debts when necessary in the purchase or acquisition of real, personal and intangible property, business rights or franchises, or for additional working capital, or for any other object in or about its business or affairs and without limit as to amount, to incur debts and to raise, borrow and secure the payment of money in lawful manner, including the issue and sale of other disposition of bonds, warrants, debentures, obligations, negotiable and transferrable instruments and evidences of indebtedness of all kinds, whether secured by mortgage, pledge, deed of trust or otherwise.

(H) In any manner to acquire, enjoy, utilize and to dispose of patents, copyrights and trademarks, and any license or other right or interest therein and thereunder.

(I) To conduct business and operations and to have one or more offices and hold, purchase, mortgage, lease, dispose of, deal in, and convey real and personal property without restrictions in this state and in any other of the several states, territories, possessions and dependencies of the United States, the District of Columbia, and in any and all foreign countries.

(J) To purchase or otherwise acquire, become interested in, deal in and with, invest in, hold, pledge, sell or turn to account or realize upon as owner, agent, broker or factor, all forms of securities, including stocks, bonds, debentures, mortgages, notes, evidence of indebtedness, lease options, certificates of interest, participation certificates, voting trust certificates evidencing shares of or interest in common law trusts, trusts and trust estates or associations, certificates of trust of beneficial interest in trusts, mortgages, contracts and other instruments, securities and rights; to investigate and report with respect to, and to undertake, carry on, aid, assist or participate in the organization, liquidation or reorganization of financial, commercial, mercantile, manufacturing, industrial or other business concerns, firms, associations and corporation; to institute, participate in or promote, commercial, mercantile, financial and industrial enterprises and operations.

(K) To engage in and carry on any advertising business in connection with property of any nature, owned, leased or otherwise acquired by this corporation, as principal and agent, with powers to let contracts for any such advertising and to make and carry out contracts of every kind and nature that may be conducive to the accomplishment of any purposes of the corporation.

(L) To do any and all things, and everything necessary and proper for the accomplishment of the objects enumerated in these Articles of Incorporation or any amendment thereto necessary and incidental to the protection and benefit of the corporation, and in general to carry on any lawful business necessary of incidental to the attainment of the objects of the corporation, whether or not such business is similar in nature to the objects set forth herein, it being understood that the enumeration of specific powers in these Articles of Incorporation shall not be deemed to the exclusive, but all other lawful powers conferred by the statutes of the state of Florida are hereby included.

ARTICLE III CAPITAL STOCK

The maximum number of shares of the stock that this corporation is authorized to have outstanding at any one time is Five Hundred (\$500.00) shares of common stock, no par value.

All of said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of this corporation.

ARTICLE IV INITIAL CAPITAL

The amount of capital with which this corporation will begin is Five Hundred (\$500.00) Dollars.

ARTICLE V TERM OF EXISTENCE

This corporation is to exist perpetually unless sooner dissolved according to law.

ARTICLE VI ADDRESS

The initial street address of the principal office of the corporation in the State of Florida, is:
10197 SE 144th Place, Summerfield, FL, 34491. The Board of Directories may from time to time move the principal office to any other address in Florida.

ARTICLE VII DIRECTORS

The corporation shall have not less than one nor more than nine directors, initially. The number of directors may be increased or diminished from time to time, by-laws adopted by the stockholders, but shall never be less than one.

ARTICLE VIII INITIAL DIRECTORS

The names and street addresses of the members of the first Board of Directors are:

JORDAN KLEIN, SR, 10197 SE 144th Place, Summerfield, FL 34491

JORDAN KLEIN, JR., 10197 SE 144th Place, Summerfield, FL 34491

ARTICLE IX SUBSCRIBERS

The names and street addresses of each subscriber of these Articles of Incorporation is:

JORDAN KLEIN, SR., 10197 SE 144th Place, Summerfield, FL 34491

JORDAN KLEIN, JR., 10197 SE 144th Place, Summerfield, FL 34491

ARTICLE X AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholder's meeting by 100% of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation has been made.

The directors of the corporation shall have the power to make or amend the by-laws and to fix any amount to be reserved for working capital.

The private property of the stockholder shall not be subject to the payment of the corporate debts in any extent whatsoever. The corporation shall have a first lien on the shares of its members and upon the dividends due them for any indebtedness or such members of the corporation.

ARTICLE XI

The stockholders of this corporation may divide themselves into groups for the purpose of obtaining unit control in the corporation, and when any agreement is made between stockholders owning at least seventy five (75%) percent of the stock then outstanding in the corporation, such agreement shall be binding upon the corporation, shall be recognized by the directors and shall be observed by the officers and agents of the company, and particularly, the stockholders are authorized to include in such agreements entered into between themselves provision which will confer upon individual groups the power to elect certain numbers of directors, and, in particular, stockholders may include in the agreement between themselves the following as valid matters of agreement, to-wit:

- (1) The manner and method in which the persons by whom directors may be elected;
- (2) Any limitation upon the transferability of assignment of the stock;
- (3) The conferring of preemptive rights of purchase upon stockholders on conditions precedent to the sale of any other stocks;
- (4) Any matter relating to effectuating the purposes included in any of the foregoing matters.

Agreements between stockholders shall continue binding upon the corporation until there is filed with each office of the corporation a written instrument signed by the persons who originally created such stockholders' agreement (or their successors in ownership, providing such a succession in ownership shall have been accomplished in accordance with the terms of the stockholder's agreement) consenting to the revocation and cancellation of the agreements among the stockholders.

ARTICLE XII ELECTION FOR TAX PURPOSES

At the election of the officers of this corporation, this corporation may be qualified as a Sub Chapter S corporation pursuant to the laws of the United States and the Internal Revenue Service. This provision shall be applicable only if the business in which the corporation engages qualified for such tax treatment under the laws of the United States.

IN WITNESS WHEREOF, we, the undersigned, being each of the original subscribers to the capital stock hereinabove named, for the purpose of forming a corporation to do business both within and without the state of Florida, under the laws of Florida, do make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and do respectively agree to take the number of shares hereinabove set forth, and hereunto set our hands and seals this 28th day of June, 2000

(SEAL)

(SEAL)

STATE OF FLORIDA
COUNTY OF MARION

FILED
00 JUN 29 PM 3:38
TALLAHASSEE, FLORIDA

I HEREBY CERTIFY that on this day before me, a Notary Public, duly authorized in the state and county named above to take acknowledgments, personally appeared **JORDAN KLEIN, SR. & JORDAN KLEIN, JR.** to me known to be the persons described as subscribers and who executed the foregoing Articles of Incorporation, and acknowledged before me that they subscribed to these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Ocala, Marion County, Florida, this 26th day of June, 2000.

Donna J. Holloway

Notary Public, State of Florida

My commission expires:

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON PROCESS MAY BE SERVED:

JORDAN KLEIN, SR., 10197 SE 144th Place, Summerfield, FL 34491.

IN PURSUANCE OF CHAPTER 48.091 FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED IN COMPLIANCE WITH SAID ACT:

FIRST--That **OCEANIC PICTURES, INC.**

desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at City of Summerfield, County of Marion, State of Florida, has named

JORDAN KLEIN, SR., 10197 SE 144th Place, Summerfield, FL 34491

as its agent to accept service of process within the state.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at place designated in the certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said act relative to being available for process.

By:

Jordan Klein, Sr.
Jordan Klein, Sr.