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THE LAW OFFICES OF

JOHN BRADLEY AND ASSOCIATES, P.A.

1215 EAST BROWARD BOULEVARD, SUITE 200
FORT LAUDERDALE, FLORIDA 33301

JOHN F. BRADLEY

June 29, 2000

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

FILED
JUN 30 PM 1:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
(954) 523-6160

Re: **DARK LIGHT STUDIOS, INC.**
Articles of Incorporation

300003310113--7
-06/30/00--01062--003
*****70.00 *****70.00


Dear Sirs,

Please find enclosed Articles of Incorporation for the above referenced matter together with a check in the amount of \$70.00 representing your fee. Please file the same at your earliest opportunity and return a stamped copy to my office by the prepaid Federal Express envelope enclosed.

If you have any questions please feel free to contact this office. Thanking you for your attention to this matter, I am

Sincerely yours,

JOHN BRADLEY AND ASSOCIATES, P.A.



John F. Bradley

JFB/br
Encl.
cc: Dark Light Studios, Inc.

F. CHAMBER JUL 5 2000

ARTICLES OF INCORPORATION
OF
DARK LIGHT STUDIOS, INC.

FILED
00 JUN 30 PM 1:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator for the purpose of forming a for profit Corporation under the provisions of Chapter 607 of the Florida Statutes, hereby delivers the following Articles of Incorporation for said Corporation to the Department of State of the State of Florida.

ARTICLE I

NAME

The name of the Corporation is **DARK LIGHT STUDIOS, INC.** The address for the principal office of this corporation shall be 203 Lake Pointe Drive, #204, Fort Lauderdale, Florida 33309.

ARTICLE II

PURPOSE

The Corporation may engage or transact in any or all lawful activities or businesses permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is one-thousand (1000) shares of common stock having no par value per share.

ARTICLE IV

REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the Corporation shall be 203 Lake Pointe Drive, #204, Fort Lauderdale, Florida 33309 and the name of the registered agent of the Corporation at that address is Keith Lackey.

ARTICLE V

INCORPORATOR

The name and address of the Incorporator executing these Articles of Incorporation is:

Keith Lackey
203 Lake Pointe Drive, #204
Fort Lauderdale, FL 33309

ARTICLE VI

TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VII
SPECIAL PROVISION

This corporation shall be organized to comply with the provisions of Subchapter of the Internal Revenue Code, 26 U.S.C. 1361 ET. SEQ., and shall take all actions necessary to obtain and maintain its status as an "S" Corporation as defined therein.

IN WITNESS WHEREOF, the undersigned Incorporator and Registered Agent has hereunto set his hand and seal this 29th day of June, 2000, for the purpose of forming this Corporation for profit under the laws of the State of Florida.



Keith Lackey, Incorporator

STATE OF FLORIDA
COUNTY OF BROWARD

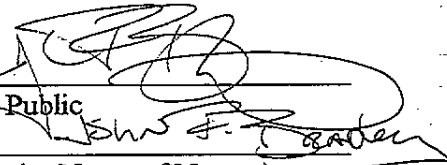
I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgments, personally appeared Keith Lackey,

1. { } to me personally known to be the person described herein and who executed the foregoing instrument, and acknowledged under oath that he executed the same.

OR

2. { } who produced identification in the form of FL DL# L200-505-80-011-0, and acknowledged under oath before me that he executed the same.

WITNESS my hand and official seal in the County and State aforesaid this 29th day of June, 2000.



Notary Public

(Type/print Name of Notary)

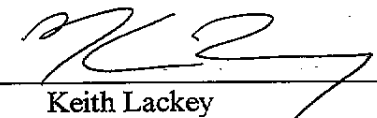
My Commission Expires:



John F. Bradley
MY COMMISSION # 00668058 EXPIRES
November 2, 2001
BONDED THRU TROY FAIR INSURANCE, INC.

**ACCEPTANCE OF REGISTERED AGENT
DESIGNATED IN ARTICLES OF INCORPORATION**

Keith Lackey, is an individual residing within the state and maintaining a business office identical with the registered office and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.



Keith Lackey

FILED
00 JUN 30 PM 1:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA