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DOUGLAS L. MIDLAM, ESQUIRE

2900 UNIVERSITY DRIVE
SUITE 24
CORAL SPRINGS, FLORIDA 33065

Telephone: (954) 753-4641

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July 12, 2000 *****78.75 *****78.75

Corporate records Bureau
Department of State
P. O. Box 6327
Tallahassee, Florida 32314

Re: Articles of Incorporation
REEL PALS, INC.

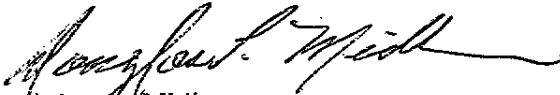
Dear Sirs or Madam:

Enclosed herewith please find the original and one copy of the Articles of Incorporation for the above-captioned Corporation.

Also enclosed is a check in the amount of \$78.75 for filing fees, designation of a registered agent and return of a certified copy of the Articles of Incorporation.

If you have any questions, please call the undersigned collect at (954) 753-4641

Very truly yours,



Douglas L. Midlam

Enclosures

FILED
00 JUL 18 AM 11:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
REEL PALS, INC.

FILED
00 JUL 18 AM 11:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED subscriber to these Articles of Incorporation, a natural person, competent to contract, hereby forms a corporation for profit under the laws of the State of Florida; and further does agree to the following conditions of said corporation.

ARTICLE I: NAME

The name of this corporation shall be:

REEL PALS, INC.

ARTICLE II: PURPOSE

The general nature of the Business to be transacted by this corporation is to do all things which natural persons might or could lawfully do in the premises as follows:

To engage in and carry on any business activities permitted under the laws of the United States and the State of Florida to include Florida Chapter 607 - Florida General Corporation Act.

To purchase, lease or otherwise acquire and hold lands, buildings and tenements for the offices and premises of the corporation, and to lease, mortgage and convey such real estate in such manner as may appear for the best interests of the corporation.

Sue and be sued and appear and defend in all actions and proceedings in its corporate name to the same extent as a natural person.

Adopt and use a common corporate seal and alter the same.

Appoint such officers and agents as its affairs shall require and allow them suitable compensation.

Adopt, change, amend and repeal by-laws, not inconsistent with law or its certificate of incorporation, for the exercise of its corporate powers, the management, regulation and government of its affairs and property, the transfer on its records of its stock or other evidence of interest or membership, and the calling and holding of meetings of its stockholders.

Make and enter into all contracts necessary and proper for the conduct

of its business.

Conduct business, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, and buy, hold, mortgage, sell, convey or otherwise dispose of franchises in this state and in any of the several states, territories, possessions and dependencies of the United States, the District of Columbia and in foreign countries. Purchase the corporate assets of any other corporation and engage in the same character of business. Acquire enjoy and utilize and dispose of patents, copyrights and trade marks and any licenses or other rights or interests thereunder or therein. Take, hold, sell and convey such property as may be necessary in order to obtain or secure payment of any indebtedness or liability to it.

Guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise dispose of the shares of the capital stock, or any bonds, securities or other evidences of indebtedness created by any other corporation of this state or any other state or government; while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock. Purchase, hold, sell and transfer shares of its own capital stock, provide that it shall not purchase any of its own capital stock except from the surplus of assets over its liabilities including capital. Shares of its own capital stock owned by the corporation shall not be voted directly or indirectly, or counted as outstanding for the purpose of any stockholders' quorum or vote.

Do all and everything necessary and proper for the accomplishment of the objects enumerated in this certificate of incorporation or necessary or incidental to the benefit and protection of the corporation, and to carry on any lawful business necessary or incidental to the attainment of the objects of the corporation, whether or not such business is similar in nature to the objects enumerated in its certificate of incorporation or any amendments thereof.

Contract debts and borrow money at such rates of interest not to exceed the lawful interest rate and upon such terms as it or its board of directors may deem necessary or expedient and shall authorize or agree upon, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, whether secured or unsecured, and execute such mortgages, or other instruments upon or encumbering its property or credit to secure the payment of money borrowed or owing by it, as occasion may require and the board of directors deem expedient.

Lend money to, and use its credit to assist, its officers, directors and employees, whenever, in the judgment of the board of directors, such loan, guaranty, or assistance may reasonably be expected to benefit the corporation.

Make gifts for educational, scientific or charitable purposes.

ARTICLE III: CAPITAL STOCK

The maximum number of shares of stock which the corporation shall have outstanding at any time shall be One Thousand (1000) shares of common stock of a par value of \$1.00 each. All or any part of the capital stock may be paid for either in lawful monies of the United States of America, or in other assets transferred to the corporation, at a true valuation as of the time of the exchange for stock. The consideration to be paid for each share shall be fixed by the board of directors.

ARTICLE IV: TERM OF CORPORATE EXISTENCE

This corporation shall have perpetual existence unless dissolved by action of law.

ARTICLE V: ADDRESS

The initial post office address of this corporation in the State of Florida, County of Broward is:

2900 University Drive, Suite 78
Coral Springs, Florida 33065

or such other places within or without the State of Florida as the board of directors shall, by appropriate action hereafter, from time to time determine.

ARTICLE VI: BOARD OF DIRECTORS

The business of this corporation shall be conducted and managed by its board of directors, and such board of directors shall have three (3) directors initially. The number of directors may be increased or decreased from time to time in such manner as may be prescribed by the By-Laws, but shall never be less than one (1) nor more than seven (7). A majority of the first board of directors named below shall have the power to approve, adopt and amend the by-laws of this corporation until their successors are elected or appointed. Said by-laws shall be maintained at the primary place of business of the corporation.

The qualifications, time and place of election and term of office of each director shall be as provided for in the by-laws of the corporation. A director may be removed with or without cause at any annual or special meeting of stockholders only upon affirmative vote of stockholders of fifty-one (51) percent of stock present and voting.

The officers of this corporation may consist of a president, vice

president, a secretary and treasurer, and such other officers and agents as may be provided for by the by-laws of this corporation, who shall be chose, serve for such ter, and have such duties as may be prescribed by such by-laws.

ARTICLE VII: DIRECTORS

The names and post office addresses of the members of the First Board of Directors, who, unless otherwise provided by the by-laws of this corporation, shall manage the corporation for the first year of existence of the corporation, or until their successors are elected or appointed and have qualified, are as follows:

<u>NAME:</u>	<u>ADDRESS</u>
Michael G. Kalleres	2900 University Drive, Suite 78 Coral Springs, FL 33065
Ronald Cumbee	2900 University Drive, Suite 78 Coral Springs, FL 33065
John Jefferson	2900 University Drive, Suite 78 Coral Springs, FL 33065

ARTICLE VIII: SUBSCRIBERS

The names and post office addresses of each of the subscribers to these Articles of Incorporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Michael G. Kalleres	2900 University Drive, Suite 78 Coral Springs, FL 33065

ARTICLE IX: POWERS

This corporation shall have full power to carry on and transact each or all of the businesses enumerated in Article II of these Articles of Incorporation, and shall have all the general and additional powers now and thereafter conferred upon it by Law.

ARTICLE X: DISCLOSURE

In the event that the corporation enters into contracts or transacts business with one or more of its directors, or with any firm of which one or more of its directors are members or employees, or with any other corporation or association of which one or more of its directors are shareholders, directors, officers or employees,

such contract shall not be invalidated or in any way affected by the fact that such director or directors have or may have interests therein which might be adverse to the interests of the corporation, even though the vote of the director or directors having such adverse interests shall have been necessary to obligate the corporation upon such contract or obligation; PROVIDED, HOWEVER, that in any such case, the fact of such interest shall be disclosed to the other directors or shareholders acting upon or in reference to such contract or transaction. No director or directors having disclosed such adverse interests shall be liable to the corporation or to any shareholder or creditor thereof or to any other person for any loss incurred by it under or by reason of any such contract or transaction, nor shall any such director or directors be accountable for any gains or profits realized thereon. PROVIDED, ALSO, that such contract or transaction shall, at the time at which it was entered into, have been a reasonable one to have been entered into and shall have been upon terms that, at the time, were fair.

ARTICLE XI: INDEMNIFICATION

Each director and officer of the corporation, whether or not then in office, shall be indemnified by the corporation against all costs and expenses reasonably incurred or imposed upon him in connection with or arising out of any claim, demand, action, suit or proceedings in which he may be involved or to which he may be made a party by reason of his being or having been a director or an officer of the corporation (said expenses to include attorney's fees and the costs of reasonable settlements made with a view of curtailment of costs of litigation), except in relation to matters as to which he finally shall be adjudged in any such action, suit or proceedings to have been derelict in the performance of his duty, as such officer or director. Such right of indemnification shall be exclusive of any other rights to which a director or an officer may be entitled under any regulations, agreements, vote of stockholders or to which he may be entitled as a matter of law, and the rights of indemnification shall inure to the benefit of the heirs, executors and the administrators of any such director or officer.

ARTICLE XII: LIABILITY

A director shall not be liable for dividends illegally declared, distributions illegally made to stockholders or any other action taken by reliance in good faith upon the financial statements of the corporation represented to him to be correct by an officer having charge of its books of account or a financial statement certified by a Certified Public Accountant to fairly reflect the financial condition of the corporation; nor shall he be liable if, in good faith in determining the amount available for dividends or distribution, he considers the assets to be of their book value.

ARTICLE XIII: AMENDMENTS

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 by a stockholders' meeting by fifty-one (51) percent 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 be adopted.

ARTICLE XIV: AMENDMENT OF BY-LAWS

The shareholders may at their discretion, repeal, alter or amend the By-Laws of this Corporation as provided by law, restricting the power vested in the Board of Directors to adopt, amend, or repeal the By-Laws within its regular course of business.

ARTICLE XV

The private property of the stockholders, officers and directors shall not be subject to the payment of the obligations of the corporation to any extent.

ARTICLE XVI: INITIAL REGISTERED AGENT

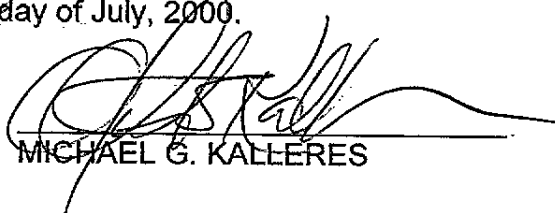
The initial registered Agent for service of process in the State of Florida, and its registered office shall be:

MICHAEL G. KALLERES
2900 University Drive
Suite 78
Coral Springs, FL 33065

ARTICLE XVII: MEETINGS

Any action that may be taken at a meeting of the shareholders of this corporation may be taken without a meeting, if consent in writing setting forth the action shall be signed by all, but not less than all, of the shareholders of the corporation entitled to vote on the action and shall be filed by the secretary of the corporation. This consent shall have the same effect as a unanimous vote at a shareholders' meeting. If all of the directors, severally or collectively, likewise, consent in writing to any action taken or to be taken by the corporation, and the writing or writings evidencing their consent are filed with the secretary of the corporation, the action shall be valid as though it has been authorized at a meeting of the Board of Directors.

IN WITNESS WHEREOF, the undersigned incorporator has hereunto set his hand and affixes his seal on this 12th day of July, 2000.

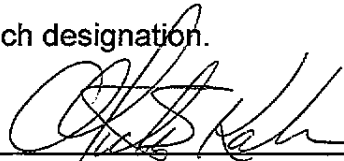

MICHAEL G. KALLERES

ACKNOWLEDGMENT BY REGISTERED AGENT

The undersigned, having been named in the foregoing Articles of Incorporation of:

REEL PALS, INC.

to accept service of process, hereby accepts such designation.


MICHAEL G. KALLERES


STATE OF FLORIDA)
)
COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, duly authorized to administer oaths and take acknowledgments, personally appeared:

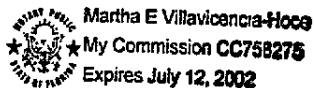
MICHAEL G. KALLERES

who is personally known to me or produced a valid Florida Driver's License as identification, who after first being duly sworn, executed the foregoing Articles of Incorporation, freely and voluntarily for the purpose therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal, at said County and State, this 12th day of July, 2000.


NOTARY PUBLIC

My Commission expires:



FILED
00 JUL 18 AM 11:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA