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TRANSMITTAL LETTER

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

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*****70.00 *****70.00

SUBJECT: BAREFOOT TRACE PRODUCTIONS, INC.

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:

\$70 Filing Fee

\$78.75 Filing Fee &
Certificate of Status

\$78.75 Filing Fee &
Certified Copy*

\$87.50 Filing Fee, Certified
Copy & Certificate of Status*

FROM: Glenn Sebold
1015 Atlantic Blvd #118
Atlantic Beach, FL 32233
(904) 241-4741

NOTE: Please provide the original and one copy of the articles.

* Additional Copy Required

PN 9/14/00

ARTICLES OF INCORPORATION
OF
BAREFOOT TRACE PRODUCTIONS, INC.

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TALLAHASSEE, FLORIDA

In compliance with Chapter 607 and/or Chapter 621, F.S.

ARTICLE 1
NAME

The name of the Corporation shall be "Barefoot Trace Productions, Inc."

ARTICLE 2
PRINCIPAL OFFICE

The principal place of business/ mailing address of the Corporation is 1015 Atlantic Blvd #118, Atlantic Beach, FL 32233.

ARTICLE 3
PURPOSES AND POWERS

- 3.1 Purposes. The Corporation shall have general business purposes in accordance with the laws of the State of Florida.
- 3.2 Powers. The Corporation shall have and may exercise all the powers granted or available under the laws of the State of Florida and laws amendatory thereof and supplementary thereto, including all powers necessary or convenient to effect any or all of the business purposes for which the Corporation is incorporated.

ARTICLE 4
SHARES

- 4.1 Authorized Shares. The number of shares of stock is 2,000. The shares shall be without par value, except that the shares shall have a par value of one cent per share solely for the purpose of statutes or regulations imposing a tax or fee based upon the capitalization of the Corporation, and shall have a par value fixed by the Board of Directors for the purpose of statutes or regulations requiring the shares of the Corporation to have a par value.
- 4.2 Classes, Series, Subscriptions, Rights, Options and Conversions. In addition to, and not by way of limitation of, the powers granted to the Board of Directors by the laws of the State

of Florida, and except as may be limited or restricted by such laws, the Board of Directors shall have the following authority and powers:

- (a) To establish one or more than one class or series of shares of the Corporation, set forth the designation of classes or series of shares, and fix the relative rights and preferences of classes or series of shares.
- (b) To accept or reject subscriptions for, authorize the issuance of, and issue shares and other securities of the Corporation and rights to purchase shares and other securities of the Corporation.
- (c) To fix or alter, from time to time, the price, voting rights, dividend rate and rights, time and price of redemption, liquidation rights and price, conversion rights, sinking fund or purchase fund rights, par value, and other terms and features of any class or series of shares, including the number of shares constituting any class or series.
- (d) To establish, authorize the issuance of, and grant rights, warrants, and options entitling the holders thereof to purchase from the Corporation shares of any class or series, or bonds, notes, debentures, or other obligations convertible into shares of any class or series.
- (e) To establish, authorize the issuance of, and grant the right to convert any securities or rights to purchase securities of the Corporation into shares of any class or series.
- (f) To establish and fix the terms, provisions, conditions, limitations, restrictions, bases, prices, and other features of subscriptions, rights to purchase securities, warrants, options, and securities convertible into shares of the Corporation.

ARTICLE 5
INITIAL OFFICERS/DIRECTORS

The names and addresses of the first directors of the Corporation, who shall serve as and constitute the entire Board of Directors until the first meeting of the shareholders of the Corporation, or until their successors are elected and qualified, are as follows:

Glenn Sebold
1015 Atlantic Blvd #118
Atlantic Beach, FL 32233

Mary Jane Sebold
1015 Atlantic Blvd #118
Atlantic Beach, FL 32233

ARTICLE 6
REGISTERED AGENT

The name and Florida street address of the registered agent is Glenn Sebold, 1015 Atlantic Blvd #118, Atlantic Beach, FL 32233.

ARTICLE 7
INCORPORATOR(S)

The name and address of the person acting as incorporator of the Corporation is as follows:

Glenn Sebold
1015 Atlantic Blvd #118
Atlantic Beach, FL 32233

ARTICLE 8
SHAREHOLDER ACTION

- 8.1 Majority Vote. The shareholders shall take action by the affirmative vote of the holders of the greater of (1) a majority of the voting power of the shares present and entitled to vote on that item of business, or (2) a majority of the voting power of the minimum number of shares entitled to vote that would constitute a quorum for the transaction of business at the meeting, except where the Articles of Incorporation or Bylaws of the Corporation, or the laws of the State of Florida, require a larger proportion or number.
- 8.2 Action Without Meeting. Any action required or permitted to be taken at a meeting of the shareholders may be taken without a meeting by written action signed by all shareholders entitled to vote.
- 8.3 Cumulative Voting. Cumulative voting for directors is permitted, in accordance with the laws of the State of Florida.
- 8.4 Pre-emptive Rights. Whenever the Corporation proposes to issue new or additional shares, or rights to purchase shares of the same class or series as those held by a shareholder of the Corporation, or new or additional securities other than shares, or rights to purchase securities other than shares, that are exchangeable for, convertible into, or carry a right to acquire new or additional shares, of the same class or series as those held by a shareholder of the Corporation, such shareholder shall have the pre-emptive right to subscribe for and purchase such shareholder's pro-rata portion of such new or additional shares or securities, as provided and except as limited by the laws of the State of Florida.

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**ARTICLE 9
BOARD ACTION**


- 9.1 Majority Vote. The Board of Directors shall take action by the affirmative vote of a majority of directors present at a duly held meeting, except where the Articles of Incorporation or Bylaws of the Corporation, or the laws of the State of Florida, require a larger proportion or number.
- 9.2 Action Without Meeting. Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting by written action signed by the number of directors that would be required to take the same action at a meeting of the Board at which all directors were present, except as to those matters which require shareholder approval, on which matters the written action shall be signed by all directors then in office.

**ARTICLE 10
DIRECTOR LIABILITY**

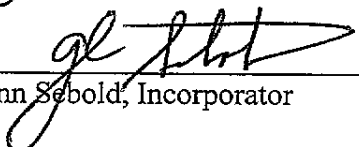
No director of the Corporation shall be personally liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty by such director as a director; provided, however, that this Article 10 shall not eliminate or limit the liability of a director to the extent provided by applicable law (i) for any breach of the director's duty of loyalty to the Corporation or its shareholders, (ii) for acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law, (iii) for any transaction from which the director derived an improper personal benefit. If the laws of the State of Florida are hereafter amended to authorize the further elimination or limitation of the liability of directors, then the liability of directors of the Corporation, in addition to the limitation on personal liability provided herein, shall be limited to the fullest extent permitted by said laws. Any repeal or modification of this Article 10 by the shareholders of the Corporation shall be prospective only, and shall not adversely affect any limitation on the personal liability of directors of the Corporation existing at the time of such repeal or modification.

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Dated: 9/4/00



Glenn Sebold, Registered Agent



Glenn Sebold, Incorporator