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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

December 5, 2000

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Secretary of State
Division of Corporations
409 E. Gaines St.
Tallahassee, Fl. 32399

Dear Sirs,

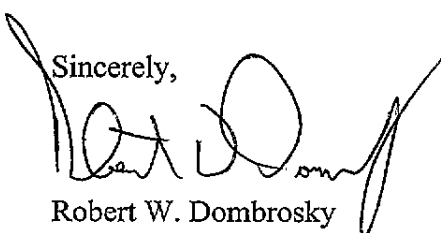
ANIMATION MARKETING

Enclosed are two copies of Articles of Incorporation for CORPORATION and a check for \$70.00. Please register the articles and return a copy to:

Robert W. Dombrosky
11440 N. Kendall Dr., Suite 103
Miami, Fl. 33176

Call (305)270-0717 if you have any questions. Thank you!

Sincerely,


Robert W. Dombrosky

PH 12/12/00 ✓

ARTICLES OF INCORPORATION

OF

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Animation Marketing Corporation

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, has executed the following document as incorporator of the above named corporation, a corporation organized under the laws of the State of Florida, and all rights, duties and obligations of the undersigned as incorporator, and those of the corporation, are to be determined in accordance with the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be:

Animation Marketing Corporation

ARTICLE II

This Corporation shall commence existence upon the filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

ARTICLE III

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

- (1) Transact any and all lawful business.
- (2) Said corporation shall further have powers:

To have perpetual succession by its corporate name;

To sue and be sued, complain, and defend in its corporate name in all actions or proceedings;

to have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a

facsimile thereof, to be impressed, affixed, or in any other manner reproduced;

To purchase, take, receive, lease, otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated;

To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets;

To lend money to, and use its credit to assist, its officers and employees in accordance with Florida Statute S607.141;

To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof;

To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and

secure any of its obligations by mortgage or pledge of all or any of its property, franchises and income;

To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security of the payment of funds so loaned or invested;

To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state;

To elect or appoint officers and agents of the corporation and define their duties and fix their compensation;

To make and alter by-laws, not inconsistent with its Articles of Incorporation or with the laws of this State, for the administration;

To make donations for the public welfare or for charitable, scientific, or educational purposes;

To transact any lawful business which the Board of Directors shall find will be in aid of governmental policy;

To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees of its subsidiaries;

To be a promoter, incorporator, partner, member,

associate, or manager of any corporation,
partnership, joint venture, trust, or other
enterprise;

To have and exercise all powers necessary or
convenient to effect its purposes;

To indemnify any person who by reason of the fact
that he is or was a director, officer, employee or
agent of the corporation to the full extent as
permitted by Florida Statute S607.014;

ARTICLE IV

The aggregate number of shares which the Corporation shall
have authority to issue is the total sum of Five Hundred Shares,
having an individual par value of \$1.00.

Unless otherwise stated in these articles, or in an
amendment to these articles, there shall be only one (1) class of
stock of this corporation.

ARTICLE V

The street address of the initial registered office and the name of the initial Registered Agent of this corporation shall be:

Douglas K. Andrews
10780 S.W. 130 Avenue
Miami, FL 33186

The address of the registered agent as listed above shall also serve as the mailing address for the principal office of the corporation.

ARTICLE VI

The initial Board of Directors shall consist of a total of two persons and the names and addresses of the persons who are to serve as initial directors are:

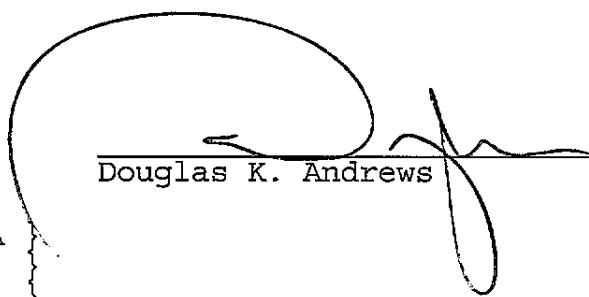
Douglas K. Andrews
10780 S.W. 130 Avenue
Miami, FL 33186

Carmen Teresa Elwin
245 N.E. 99 Street
Miami, FL 33138

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

Douglas K. Andrews
10780 S.W. 130 Avenue
Miami, FL 33186

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 20th day of November, 2000.

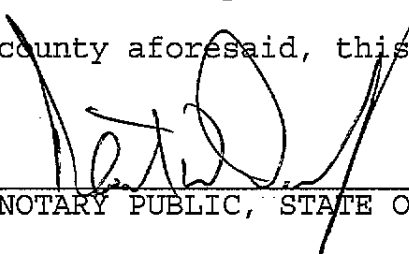


Douglas K. Andrews

STATE OF FLORIDA
COUNTY OF DADE

BEFORE ME, a notary public authorized to take acknowledgements in the state and county set forth above, personally appeared Douglas K. Andrews, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the state and county aforesaid, this 20th day of November, 2000.



NOTARY PUBLIC, STATE OF FLORIDA

AT LARGE.

My Commission Expires:



Robert W. Dombrosky
MY COMMISSION # CC919341 EXPIRES
May 19, 2004
BONDED THRU TROY FAIN INSURANCE, INC.

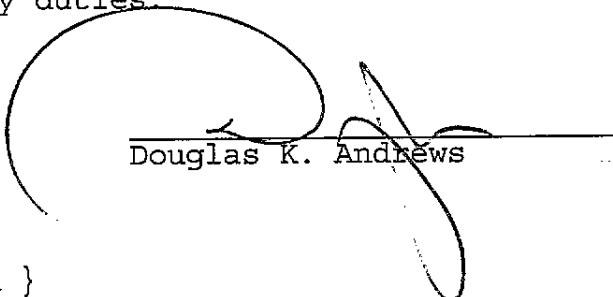
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ACCEPTANCE BY REGISTERED AGENT

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

HAVING BEEN named to accept service of process for the above named corporation, at the place designated in these Articles, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.

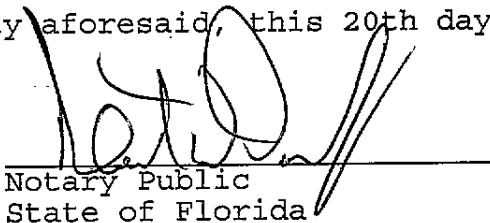

Douglas K. Andrews

STATE OF FLORIDA }

COUNTY OF DADE }

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Douglas K. Andrews, known to me and known by me to be the person who executed the foregoing Acceptance by Registered Agent, and he acknowledged before me that he executed that Acceptance this 20th day of November, 2000.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the state and county aforesaid, this 20th day of November, 2000.


Notary Public
State of Florida

My Commission Expires:



Robert W. Dombrosky
MY COMMISSION # CC919341 EXPIRES
May 19, 2004
BONDED THRU TROY FAIN INSURANCE, INC