

P018800021573

Liliam Fernandez, P.A.
1440 John F. Kennedy Cswy.
Suite 323-A
North Bay Village, FL 33141
(305) 861-1277
(305) 861-1055 Fax

FILED
01 FEB 26 AM 2:45
SECRETARY OF STATE
TALLAHASSEE, FL 32314

February 22, 2001

900003767559--3
-02/26/01--01078--020
*****78.75 *****78.75

Dept. Of State
P.O. Box 6327
Tallahassee, FL. 32314

To Whom it May Concern:

Enclosed you will find the following documents:

1. Two original Articles of Incorporation for Outloud Comics, Inc.
2. Check No.1055 , in the amount of \$78.75, for filing the Articles of Incorporation.

Please return the Articles to our office addressed to:

Liliam Fernandez, P.A.
1440 John F. Kennedy Causeway
Suite 323-A
North Bay Village, FL 33141

Should you have any questions regarding this matter, please contact me.

Sincerely,

Liliam Fernandez, CPA
For the firm

Client No: _____

File No: _____

2-28-01
JGC

ARTICLES OF INCORPORATION
OF
OUTLOUD COMICS, INC.

FILED
01 FEB 26 AM 2:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation.

Article 1. Name

The name of this corporation is:

OUTLOUD COMICS, INC.

Article 2. Principal Office

The principal office and the mailing address of the corporation is:

1440 John F. Kennedy Causeway
Suite 323-A
North Bay Village, FL 33141

Article 3. Duration

The period of its duration is perpetual. It shall commence its existence upon the filing of these Articles of Incorporation with the Secretary of State of Florida.

Article 4. Purpose

The purpose is to engage in any activities or business permitted under the laws of the United

States and the State of Florida.

Article 5. Capital Stock

The corporation is authorized to issue Five Hundred (500) shares at One (\$1) Dollar par value.

Article 6. Initial Registered Office and Agent

The name and address of the initial registered agent and office of this corporation is as follows:

Isis Martinez
1440 John F. Kennedy Causeway
Suite 323-A
North Bay Village, FL 33141

Article 7. Initial Board of Directors

This corporation shall have three directors initially. The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than one.

The name and address of the initial director of this corporation is:

President/Treasurer
Isis Martinez
1620 Cleveland Road
Miami Beach, FL 33141

Vice President
Jesus M. Polar
1527 S.W. LeJeune Road
Miami, FL 33134

Secretary
James P. Bridges
121 Crandon Blvd.
Apt 250
Key Biscayne, FL 33149

Article 8. Incorporator

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

Isis Martinez
1620 Cleveland Road
Miami Beach, FL 33141

Article 9. Amendment of Articles

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders subject to this reservation.

Article 10. Pre-emptive Rights

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares), of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms, and inviting him or her to exercise his or her preemptive rights. The right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

Article 11. Removal of Directors

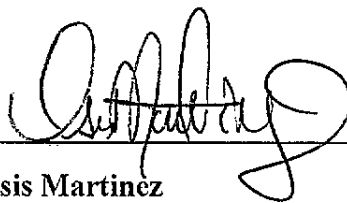
At a meeting of shareholders called expressly for that purpose, any one director, or the entire board of directors, may be removed, with or without cause, by a vote of the holders of the majority of the shares then entitled to vote at an election of directors.

Article 12. Indemnification

The corporation may be empowered to indemnify any officer or director in the manner set out and provided for pursuant to the provisions of Section 607.014 of the Florida Statutes, as amended.

Article 13. Amendment

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors and approved at a stockholder meeting by a majority of the shares entitled to vote thereon.

A handwritten signature in black ink, appearing to read 'Isis Martinez', is written over a horizontal line.

Isis Martinez

Incorporator

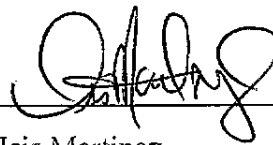
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE AND DESIGNATING REGISTERED
AGENT UPON WHOM PROCESS MAY BE SERVED.**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in
compliance with said Act:

That OUTLOUD COMICS, INC. desiring to organize under the laws of the State of
Florida with its principal office, as indicated in the Articles of Incorporation in the City of
Miami, County of Miami-Dade, State of Florida, has named Isis Martinez located at 1620
Cleveland Road, Miami Beach, FL 33141 as its registered agent to accept service of process
within this State.

ACKNOWLEDGMENT

Having been named as Registered Agent to accept service of process for the above named
Corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and
agree to comply with the provisions of said Act relative to keeping said office open.



Isis Martinez

Registered Agent

FILED
01 FEB 26 AM 2:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA