

BRUCE M. HARLAN
ATTORNEY AT LAW
PIONEER CENTER
29296 U.S. 19 NORTH, SUITE 202
CLEARWATER, FLORIDA 33761

BRUCE M. HARLAN

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PD1000025919

March 1, 2001

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

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*****87.50 *****87.50

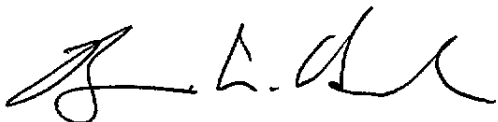
RE: ZAYTSOVA PRODUCTIONS, INC.

Gentlemen:

Please find enclosed the original and one copy of the Articles of Incorporation for the above referenced name, together with my check in the amount of \$87.50 for the filing fees.

Please return a certified copy of same to my office at your earliest convenience.

Sincerely,



Bruce M. Harlan, Esquire

BMH:dml
enclosures

FILED
01 MAR -8 PM 1:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Handwritten initials and date: 3-13-01

ARTICLES FOR
CERTIFICATE OF INCORPORATION
OF
ZAYTSOVA PRODUCTIONS, INC.

FILED
01 MAR -8 PM 1:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, make, subscribe, acknowledge and file these Articles for the purpose of forming a corporation for profit under the laws of the State of Florida, for the formation, liability, rights, privileges and immunities of a corporation for profit.

ARTICLE I

The name of the corporation is: **ZAYTSOVA PRODUCTIONS, INC.**

ARTICLE II

The general nature of the business to be transacted, conducted and engaged in shall be as follows:

- A. Entertainment business;
- B. To own, acquire, buy, sell, deal in and lease, hold or improve real estate and fixtures and personal property, and with that end in view to acquire by purchase, lease, hire or otherwise, land, tenements, hereditaments, or any interest therein, and to subdivide and improve the same; to act as a contractor, builder and developer and generally to hold, manage, deal with and improve the property of the company; to carry on a general real estate development and construction business and to conduct a brokerage agency and commission business for others in the purchase, sale and management of real estate and negotiations for loans thereon; to act as agent for insurance companies in soliciting and receiving applications for fire, casualty, plate glass, elevator, accident, health, rent,

burglary, boiler, marine and life insurance and all other kinds of insurance, the collection of premiums doing such other business as may be delegated to agents by such companies, and to conduct a general insurance agency and insurance brokerage agency;

C. To acquire by purchase, subscription or otherwise, and to own, hold, sell, negotiate, assign, deal in, exchange, mortgage, transfer, pledge or otherwise dispose of any share of the capital stock, of, or any bonds, mortgages, securities or evidences of indebtedness issued or created by any other corporation, joint stock company or association, public or private, or the government of the United States of America, or any foreign government, or of the state, territory, municipality, or other political subdivision or of any governmental agency; and to issue in exchange therefor in the manner permitted by law shares of the capital stock, bonds, or other obligations of the corporation; and while the owner, or holder, of such shares of stock, bonds, scripts, mortgages or other evidences of indebtedness, to use and exercise in respect thereof any and all rights, powers and privileges of ownership, including the right to vote thereon;

D. To enter into and make and perform, and carry out contracts of any kind and description made for any lawful purpose, without limit as to amount, with any person, firm, association, or government or agency thereof;

E. To borrow money, to draw, make, accept, endorse, transfer, assign, execute and issue bonds, debentures, promissory notes, and other evidences of indebtedness, and for the purpose of securing any of its obligations or contracts to convey, transfer, assign, deliver, mortgage, and/or pledge all, or any part of the property or assets at any time owned or held by this corporation, upon such terms and conditions as the stockholders shall authorize, and as may be permitted by law;

F. To acquire, hold, sell, reissue, or cancel any shares of its own capital stock provided,

however, that this corporation may not use any of its funds or property for the purchase of its own capital stock when such use would cause any impairment of the capital of this corporation, and provided, further, that the shares of its own capital stock, belonging to this corporation, shall not be voted directly or indirectly;

G. To purchase or otherwise acquire the whole, or any part of, the property, assets, business and good will of any other person, firm, corporation, and/or association, and to exercise all the powers necessary or convenient in and about the conduct, management and carrying on of such business;

H. To manufacture, buy or otherwise acquire, own, mortgage, sell, assign, transfer, or otherwise dispose of, trade and deal in and with goods, wares and merchandise and articles of commerce;

I. To organize, incorporate and reorganize subsidiary corporations and joint stock companies and associations for any purpose permitted by law;

J. To apply for, obtain, register, purchase, lease or otherwise acquire any concessions, rights, options, patents, privileges, patents rights and privileges, inventions, improvements land processes, copyrights, trade-marks and trade names, or any right, option or contract in relation thereto; and to perform, carry out and fulfill the terms and conditions thereof, and to develop, maintain, lease, sell, transfer, dispose of, and otherwise deal with the same;

K. To conduct all or any part of its operations and business without restriction or limit as to amount in the State of Florida; or in any or all other states, territories, districts, colonies, and dependencies of the United States of America and in any and all foreign counties, and to acquire (by purchase, exchange, lease, hire or otherwise), own, hold, develop, operate, lease, sell, assign, transfer, exchange, mortgage, pledge or otherwise dispose of, to turn to account, and convey real and personal

property of every kind and nature, and rights and privileges therein, in the State of Florida, and in any and all other states, territories, districts, colonies and dependencies of the United States of America and in any or all foreign countries;

L. To carry out all, or any part of the foregoing objects as principal, agent, broker, contractor, or otherwise, either alone or in connection with any firm, association or corporation, and generally to have all powers necessary, needful, or desirable, for the full and complete exercise and right to act as principal, agent, broker, purchaser, in any form in the acquisition, disposition, encumbrance, reorganization, or sale of property, real and personal;

M. To do all and everything necessary and proper for the accomplishment of the objects enumerated in this Certificate of Incorporation, or any amendment thereof, or necessary or incidental to the provisions and benefits of the corporation and in general to carry on any lawful business necessary or incidental to the attainment of the purpose of the corporation whether such business is similar in nature to the objects set forth in the Certificate of Incorporation of such corporation, or any amendment thereof;

N. It is the intention that the purpose, objects and powers specified in each of the paragraphs of this ARTICLE II of this Certificate of Incorporation shall, except as otherwise expressly provide, in no wise be limited or restricted by reference to or reference from, the terms of any other clause or paragraph of this Article, or any article of this Certificate of Incorporation.

ARTICLE III

The authorized capital stock of this corporation shall be 100 shares of common stock at no par value. The whole or any part of the capital stock of this corporation shall be payable in lawful

money of the United States of America, or property, labor or services at a just valuation to be fixed by the stockholders.

ARTICLE IV

The amount of capital with which the corporation shall begin business shall be \$300.00.

ARTICLE V

Management of the corporation shall be by stockholders rather than a Board of Directors.

ARTICLE VI

The corporation shall have perpetual existence.

ARTICLE VII

The principal place of business of the corporation shall be located at: **29296 U;.S. 19 N. Suite 202, Clearwater, Florida 33761** with other offices, agencies and branches at such places as may be designated by the stockholders.

ARTICLE VIII

The name(s) and address(es) of the subscriber(s) to these Articles and person(s) who shall be the officers and stockholders of this corporation, as follows:

PRESIDENT

BRUCE M. HARLAN

29296 U.S. 19 N.

Clearwater, Florida 33761

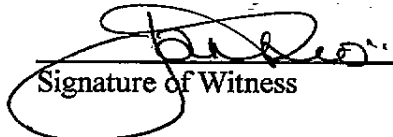
SECRETARY

BRUCE M. HARLAN

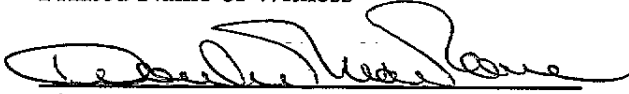
29296 U.S. 19 N., Ste 202

Clearwater, Florida 33761

Signed, Sealed And Delivered In The Presence Of:


Signature of Witness


JAN RIOS
Printed Name of Witness


Signature of Witness

Douglas Marie Howe
Printed Name of Witness


Signature of Witness

JAN RIOS
Printed Name of Witness


Signature of Witness

Douglas Marie Howe
Printed Name of Witness


BRUCE M. HARLAN

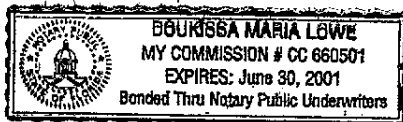

BRUCE M. HARLAN

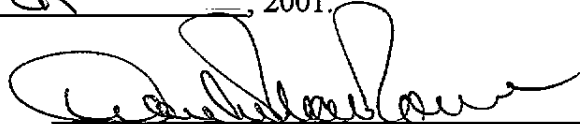
STATE OF FLORIDA

COUNTY OF PINELLAS

BEFORE ME, the undersigned authority, personally appeared BRUCE M. HARLAN to me well known and known to be the person(s) who executed the foregoing ARTICLES OF INCORPORATION, and before me, acknowledged the signatures to be his own free act and deed for the uses and purposes therein stated.

WITNESS my hand and official seal at Clearwater, Pinellas County, Florida, this 1st day of March, 2001.





NOTARY PUBLIC

Doukissa Maria Lowe

Printed Name

My Commission Expires: June 30, 2001

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING 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, ZAYTSOVA PRODUCTIONS, INC., desiring to organize under the laws of the state of Florida with its principal office as indicated in the Articles of Incorporation, at the City of Clearwater, County of Pinellas, State of Florida, has named: **Bruce M. Harlan, 29296 U.S. 19 N. Ste 202, Clearwater, Florida 33761**, as its agent to accept service of process within the State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated corporation, at place designated in this Certificate, We hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.



BRUCE M. HARLAN - Registered Agent

FILED
01 MAR - 8 PM 1:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA