

ACCOUNT NO. : 07210000032

REFERENCE: 079105

11645A

AUTHORIZATION ...

COST LIMIT

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ORDER DATE: March 15, 2001

ORDER TIME : 11:19 AM

ORDER NO. : 079105-005

CUSTOMER NO: 11645A

CUSTOMER: Audrey J. Nadler, Legal Asst

Law Offices Of Allan M.

Lerner, P.A.

2888 East Oakland Park Blvd. Fort Lauderdale, FL 33306

DOMESTIC FILING

NAME: REDR

REDREEF PICTURES, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

CERTIFICATE OF LIMITED PARTNERSHIP

ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

_____ CERTIFIED COPY

XX PLAIN STAMPED COPY

CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kelly Courtney - EXT. 1116

EXAMINER'S INITIALS:

PH 3/15/01/

SECRETARY OF STATE

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ARTICLES OF INCORPORATION OF REDREEF PICTURES, INC.

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SECRETARY OF STATE TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the corporation shall be:

RedReef Pictures, Inc.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address is:

3840 West Hillsboro Boulevard

#219

Deerfield Beach, Florida 33442

ARTICLE III - PURPOSES

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000,000 shares of common stock having \$0.001 par value per share.

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The name of the initial registered agent of the corporation is Allan M. Lerner. The address of the registered agent is 2888 East Oakland Park Boulevard, Fort Lauderdale, Florida 33306

ARTICLE V - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director(s) initially. The number of directors shall be established by the bylaws and may be either increased or diminished from time to time as provided in the bylaws. The initial Sole Director of the corporation is Anthony Roasamilia, whose address is 3840 West Hillsboro Boulevard #219 Deerfield Beach, Florida 33442.

ARTICLE VI - TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VII - INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is: Anthony Roasamilia, whose address is 3840 West Hillsboro Boulevard #219 Deerfield Beach, Florida 33442.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 13 day of Manch, 2001.

Anthony Rosamilia, Incorporator

STATE OF FLORIDA) COUNTY OF BROWARD)

BEFORE ME, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared Anthony Rosamilia, who executed the foregoing Articles of Incorporation, and (s)he acknowledged before me that he executed those Articles of Incorporation.

SWORN TO and SUBSCRIBED before me this 13th day of Morch, 2001

Notary Public, State of Florida

Personally known

Produced Identification

Type of Identification

Audrey J. Nacier
Commission # CC 951795
Expires June 29, 2064
Bonded Thru
Allantic Bonding Co., Inc.

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST--THAT RedReef Pictures, Inc. desiring to organize or qualify under the laws of the state of Florida, with its principal place of business at the city of Deerfield Beach, State of Florida, has named Allan M. Lerner located at 2888 East Oakland Park Boulevard, City of Fort Lauderdale, Florida, State of Florida, as its agent to accept service of progess within Florida.

SIGNATURE:

TITLE: Incorporator

DATE: 3/13/01

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE:

Allan M. Lerner, Registered Agent

DATE: 3/13/9/

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