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TRANSMITTAL LETTER

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

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-05/11/01--01040--007
*****87.50 *****87.50

SUBJECT: Retro Production Company
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

05/21/01

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

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee
& Certificate of Status

☐ \$78.75
Filing Fee
& Certified Copy

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

ADDITIONAL COPY REQUIRED

FROM: Rachel Fla Fuselier
Name (Printed or typed)

1033 32nd Avenue North #2
Address

St. Petersburg, FL 33704-1961
City, State & Zip

(723) 323-3600 ext. 43
Daytime Telephone number

FILED
01 MAY 10 PM 4:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

1 MAY 15 2001

65/2101

**ARTICLES OF INCORPORATION
OF
RETRO PRODUCTION COMPANY**

The undersigned, acting as Incorporators of a Corporation pursuant to Chapter 607, Florida Statutes (Profit), adopt these Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be **RETRO PRODUCTION COMPANY** (hereinafter referred to as "Corporation").

ARTICLE II - PERIOD OF EXISTENCE

This Corporation shall commence to exist on May 21st, 2001. The period of the duration of this Corporation is perpetual unless dissolved according to law.

ARTICLE III - PRINCIPAL OFFICE

The principal place of business of this Corporation shall be:

1033 32nd Avenue North #2
St. Petersburg, FL 33704-1961

The mailing address of this Corporation shall be:

Retro Production Company
c/o Rachel Fia
1033 32nd Avenue North #2
St. Petersburg, FL 33704-1961

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ARTICLE IV - PURPOSE

The purpose for which this Corporation is organized is to engage in any business or activity permitted under the laws of the United States and of the State of Florida.

ARTICLE V - SHARES

This Corporation is authorized to issue a maximum of one million (1,000,000) shares of stock, all of a single class. Together, these authorized shares of this single class have unlimited voting rights, and are entitled to receive the net assets of this Corporation upon dissolution.

ARTICLE VI - DIRECTORS & OFFICERS

The number constituting the initial Board of Directors of this Corporation is two (2), and the names of the persons who are to serve initially are

Samir W. Mahfoud and Rachel Fia Fuselier

whose addresses shall be the same as the principal place of business of this Corporation.

The qualifications for Directors and Officers of this Corporation and the manner of their admission are to be designated in the Bylaws of this Corporation.

ARTICLE VII - REGISTERED AGENT

The name and address of the initial Registered Agent of this Corporation are:

Patricia Ann Fuselier
5605 43rd Street North #N
St. Petersburg, FL 33714

The initial address of the registered office of this Corporation is the same as the above address of this Corporation's initial Registered Agent.

ARTICLE VIII - INCORPORATORS

The names and addresses of the two Incorporators of this Corporation are:

Samir W. Mahfoud
3665 East Bay Drive #204-429
Largo, Florida 33771

Rachel Fia Fuselier
1033 32nd Avenue North #2
St. Petersburg, FL 33704-1961

ARTICLE IX - SHAREHOLDERS AGREEMENT

All shares of stock of this Corporation may be subject to a Shareholders Agreement containing numerous restrictions on the rights of shareholders of this Corporation and on the transferability of the shares of stock of this Corporation. A copy of the Shareholders Agreement, if any, is on file at the principal place of business of this Corporation.

ARTICLE X - REGISTERED SHARE OWNERS

This Corporation, to the extent permitted by law, shall be entitled to treat the person or persons in whose name any share or right is registered on the books of this Corporation as the owner thereto, for all purposes, and except as may be agreed in writing by this Corporation, this Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person or entity, whether or not this Corporation shall have notice thereof.

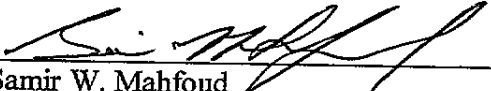
ARTICLE XI - INDEMNIFICATION

This Corporation shall indemnify a Director or Officer of this Corporation who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the Director or Officer was a party because the Director or Officer is or was a Director or Officer of this Corporation against reasonable attorney fees and expenses incurred by the Director or Officer in connection with the proceeding. This Corporation may indemnify an individual made party to a proceeding because the individual is or was a Director, Officer, Employee, or Agent of this Corporation against liability if authorized in the specific case after determination, in the manner required by the Board of Directors, that indemnification of the Director, Officer, Employee, or Agent, as the case may be, is permissible in the circumstances because the Director, Officer, Employee, or Agent has met the standard of conduct set forth by the Board of Directors. The indemnification and advancement of attorney fees and expenses for Directors, Officers, Employees, and Agents of this Corporation shall apply when such persons are serving at this Corporation's request as a partner, trustee, director, officer, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise, whether or not for profit, as well as in their official capacity with this Corporation. This Corporation may also pay or reimburse the reasonable attorney fees and expenses incurred by a Director, Officer, Employee, or Agent of this Corporation who is a party to a proceeding, in advance of the final disposition of the proceeding. This Corporation may also purchase and maintain insurance on behalf of an individual arising from the individual's status as a Director, Officer, Employee, or Agent of this Corporation, whether or not this Corporation would have the power to indemnify the individual against the same liability under the law. Nothing contained in these Articles of Incorporation shall limit or preclude the exercise of any right relating to indemnification or advancement of attorney fees and expenses to any person who is or was a Director, Officer, Employee, or Agent of this Corporation. Nothing contained in these Articles of Incorporation shall limit the ability of this Corporation to indemnify or advance expenses to a Director, Officer, Employee, or Agent of this Corporation by contract or in any other manner. If any word, clause, or sentence of the foregoing provisions regarding indemnification or advancement of attorney fees and expenses shall be held invalid as contrary to law or public policy, it shall be severable and the provisions remaining shall not be otherwise affected. All references in this Article (XI) to "Director", "Officer", "Employee", or "Agent" of this Corporation shall include the heirs, estates, executors, administrators, and personal representatives of such persons.

ARTICLE XII - AMENDMENT

This Corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or in any amendment hereto are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporators have executed these Articles of Incorporation this 8th day of May, 2001.



Samir W. Mahfoud
Incorporator



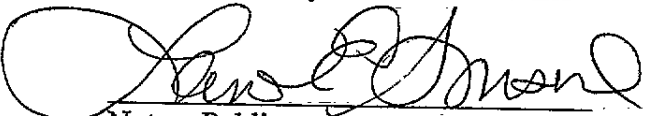
Rachel Fia Fuselier
Incorporator

STATE OF FLORIDA
COUNTY OF PINELLAS

THE FOREGOING instrument was acknowledged and sworn to before me this 8th day of May, 2001, by Samir W. Mahfoud and Rachel Fia Fuselier, the Incorporators for RETRO PRODUCTION COMPANY.

FL Lic # M130799642160
I.D. Produced by Samir W. Mahfoud

FL Lic # F246726719620
I.D. Produced by Rachel Fia Fuselier



Notary Public

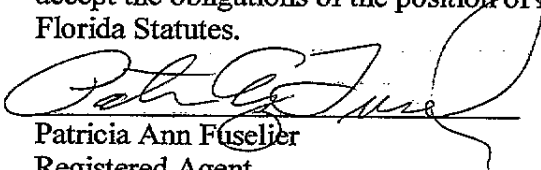
5/8/01

State of Florida
Pinellas County

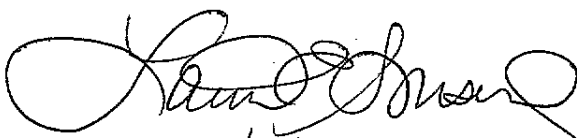


ACCEPTANCE OF REGISTERED AGENT

Having been named as Registered Agent to accept service of process for the above named Corporation, at the registered office designated in these Articles of Incorporation, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I am familiar with and accept the obligations of the position of Registered Agent under the applicable provisions of the Florida Statutes.


Patricia Ann Fuselier
Registered Agent

5/8/01
Date


5/8/01

State of Florida
Pinellas County



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01 MAY 10 PM 4:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA