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May 16, 2001

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****122.50 ****78.75

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: KID RED PRODUCTIONS INC.

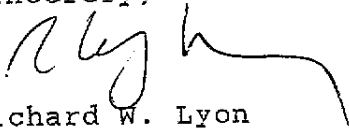
Dear Sirs:

Enclosed herewith please find a check in the amount of \$122.50,
representing fees for filing for the above proposed corporation.

Please send the completed documents of incorporation to:

Richard W. Lyon, Registered Agent
KID RED PRODUCTIONS Inc.
2105 #32D Howell Branch Road
Maitland, Florida 32751

Sincerely,



Richard W. Lyon

FILED
01 JUN 11 AM 10:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JS 6/11/01

FILED

01 JUN 11 AM 10:56

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

KID RED PRODUCTIONS INC.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of this corporation is KID RED PRODUCTIONS INC.

ARTICLE II - PURPOSE

This corporation is organized for the purpose of transacting any and all business permitted under the laws of the State of Florida and the United States of America. This shall include, but not be limited to: graphic design and advertising.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue One Thousand (1,000) shares of no par value common stock.

ARTICLE IV - TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V - OFFICERS DIRECTORS

The business and affairs of this corporation shall be managed and shall be under the direction of the officers and directors of this corporation. The officers and directors may take action by written consent without a meeting as provided by law and may participate in meetings by means of conference as provided by law. The name of the initial officer and director of this corporation is:

Richard W. Lyon, 2105 #32D Howell Branch Road, FL 32751

ARTICLE VI - By-Laws

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors of this corporation.

ARTICLE VII - INITIAL REGISTERED AGENT

The name of the initial Registered Agent of this corporation is Richard W. Lyon, 2105 #32D Howell Branch Road, Maitland, FL 32751.

ARTICLE VIII - INDEMNIFICATION

This corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE IX - CORPORATE ADDRESS

The initial address in the State of the principal office of the corporation shall be:

2105 #32D Howell Branch Road, Maitland, FL 32751

The Board of Directors may from time to time move the principal office to any other address in the State of Florida.

ARTICLE X - AMENDMENT

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment to them, and any right conferred upon the shareholder is subject to this reservation.

ARTICLE XI - SUB-CHAPTER S CORPORATION

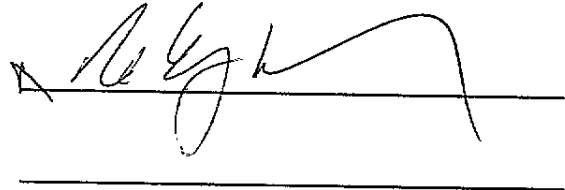
This corporation may elect to be treated as a Sub-Chapter S Corporation as defined by the Internal Revenue Code.

ARTICLE XII - INCORPORATOR

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

Richard W. Lyon, 2105 #32D Howell Branch Road, Maitland, FL 32751

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 23 day of May, 2001.



STATE OF FLORIDA)
)
COUNTY OF ORANGE)

BEFORE ME, a Notary Public authorized to take acknowledgements, in the State and County aforesaid, personally appeared Richard W. Lyon, 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 same for the purposes there expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid this 23rd day of May, 2001.



William B. Werther
Commission #CC933735
Expires July 29, 2004
Borden Tara
Atlantic Bonding Co., Inc.



Notary Public, State of
Florida at Large

My Commission Expires:

FILED

01 JUN 11 AM 10:56

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE DESIGNATING
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating office/registered agent, in the State of Florida.

1. The name of the Corporation is: KID RED PRODUCTIONS INC.
2. The name and address of the registered agent and office is: Richard W. Lyon, 2105 #32D Howell Branch Road, Maitland, FL 32751

SIGNATURE [Signature]
(Corporate Officer)

TITLE: PRESIDENT

DATE: 5/23/2001

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, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.

SIGNATURE [Signature]
(Registered Agent)

DATE 5/23/2001



William B. Werther
Commission # CC933736
Expires July 29, 2004
Bonded Through
Atlantic Bonding Co., Inc.

William B. Werther