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CAPITOL SERVICES d/b/a
PARALEGAL & ATTORNEY SERVICE BUREAU, INC.

(Requestor's Name)
1406 Hays Street, Suite 2

(Address)
Tallahassee, FL 32301 (904) 656-3992

(City, State, Zip) (Phone #)

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

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NEW FILINGS	AMENDMENTS	1
X Profit	Amendment	
NonProfit	Resignation of R.A., Officer/Di	to the second se
Limited Liability	Change of Registered Agent	rector
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OTHER FILINGS	REGISTRATION/	and the second of the second o
Annual Report	QUALIFICATION	3000044221536
Fictitious Name	Foreign	3000044221536 -06/15/0101033018 _*****78.75 ******78.75
Name Reservation	Limited Partnership	
	Reinstatement	
	Trademark	·
CR2E031(10/92)	Other	Examiner's Initials
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OF

TH-PICTURES INC.



ARTICLE I - NAME and PRINCIPAL PLACE OF BUSINESS

The name of this corporation is TH-PICTURES INC. and its principal place of business shall be located at 1406 Hays St., Suite 2, Tallahassee, FL 32301.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of this filing of these Articles of Incorporation with the Department of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue Twenty (20) shares of common stock at FIVE THOUSAND US Dollars (\$5,000.00 US) for a total of \$100,000 US, par value, which shall be designated as "Common Shares."

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1406 Hays Street, Suite 2, Tallahassee, FL 32301, and the name of the initial registered agent of this corporation at that address is PARALEGAL & ATTORNEY SERVICE BUREAU, INC.

ARTICLE VII - DIRECTORS

Initially, this corporation shall have one (1) Director who shall serve until his successor(s) shall be elected/appointed at the first meeting of the stockholders and thereafter this corporation shall have no less than one (1) director constituting the initial Board of Directors. The number of

Directors may be either increased or decreased from time to time by the Bylaws. The name and address of the initial director is as follows:

Name Address

Andrea Turchetto 12756 Moorpark St. No. 202 Studio City, CA 91604

ARTICLE VIII - OFFICERS

The names and addresses of the initial officers of the corporation, who shall serve until their successors shall be elected or appointed, are:

Name Address

Andrea Turchetto 12756 Moorpark St., No. 202 President/Secretary Studio City, CA 91604

ARTICLE IX - INCORPORATOR

The name and address of the Incorporator signing these articles is:

Name Address

Paralegal & Attorney 1406 Hays St., Suite 2 Service Bureau, Inc. Tallahassee, FL 32301

ARTICLE X - INDEMNIFICATION

The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law. No officer or director shall be personally liable for monetary damages to the corporation or any other person for any statement, vote, decision, or failure to act, regarding corporate management or policy, unless that officer or director breached or failed to perform his duties as an officer or director as provided 607.0831, Florida Statutes (1990).

ARTICLE XI - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation. Articles may be amended at any time by a majority vote of the shareholders.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation on the date of signing.

Dated: June 11, 2001

Paralegal & Attorney Service Bureau, Inc.

Kathleen J. Hill, President

Incorporator

ACCEPTANCE OF DESIGNATION BY REGISTERED AGENT

Having been named as registered agent and 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. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: June 11, 2001

Paralegal & Attorney Service Bureau, Inc.

Kathleen J. Hill, President

Registered Agent

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SECRETARY OF STATE