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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 205-0381

From:

Account Name : FAS P CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305) 599-0839
Fax Number : (305) 716-0346

FLORIDA PROFIT CORPORATION OR P.A.**IN & OUT PRODUCTIONS, INC.**

Certificate of Status	0
Certified Copy	1
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

June 19, 2001

FAS-T

SUBJECT: IN & OUT PRODUCTIONS, INC.
REF: W01000013976

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LIST THE RA'S NAME IN ARTICLE FIVE.

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FAX Aud. #: H01000074550
Letter Number: 301A00037181

**ARTICLE OF INCORPORATION
OF _**

In & Out Productions, Inc.

**THE UNDERSIGNED, FOR THE PURPOSE OF FORMING A CORPORATION
UNDER THE FLORIDA GENERAL CORPORATION ACT, DO HEREBY
ADOPT THE FOLLOWING ARTICLES OF INCORPORATION:**

ARTICLE ONE

THE NAME OF THE CORPORATION: In & Out Productions, Inc.

ARTICLE TWO

THE DURATION OF THE CORPORATION IS PERPETUAL

ARTICLE THREE

**THE GENERAL PURPOSE FOR WHICH THE CORPORATION IS ORGANIZED
ARE: entertainment**

**1. TO ENGAGE IN THE BUSINESS OF ANY AND ALL LAWFUL BUSINESS
CONNECTED WITH**

**2. TO TRANSACT ANY OTHER LAWFUL BUSINESS FOR WHICH
CORPORATIONS MAY BE INCORPORATED UNDER THE FLORIDA GENERAL
CORPORATION ACT, AND ENGAGE IN ANY OTHER TRADE OR BUSINESS
WHICH CAN, BE ADVANTAGEOUSLY CARRIED ON IN CONNECTION WITH
OR AUXILIARY TO THE FOREGOING BUSINESS.**

**3. TO DO SUCH THINGS AS ARE INCIDENTAL TO THE FOREGOING OR
NECESSARY OR DESIRABLE IN ORDER TO ACCOMPLISH THE FOREGOING.**

ARTICLE FOUR

**THE AGGREGATE NUMBER OF SHARES WHICH THE CORPORATION IS
AUTHORIZED TO ISSUE IS 1000 SHARES. SUCH SHARES SHALL BE OF A
SINGLE CLASS, AND SHALL HAVE A PAR VALUE OF \$1.00**

**Prepared by Brito & Brito Accounting, Inc.,
407 Lincoln Road, Suite 5B
Miami Beach, Florida 33139**

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TALLAHASSEE, FLORIDA

ARTICLE FIVE

THE STREET ADDRESS OF THE INITIAL REGISTERED AND PRINCIPAL OFFICE OF THE CORPORATION IS: Mario O. Moreno 215 SE 2nd Ave #307B, Hallandale, Fl 33009 AND THE NAME OF ITS INITIAL REGISTERED AGENT AT SUCH ADDRESS IS: Mario O. Moreno.

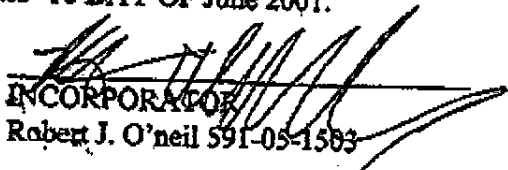
ARTICLE SIX

THE NUMBER OF DIRECTORS CONSTITUTING THE INITIAL BOARD OF DIRECTORS OF THE CORPORATION IS Five (5) THE NAME AND ADDRESS OF EACH PERSON WHO IS TO SERVE AS A MEMBER OF THE INITIAL BOARD OF DIRECTORS:

PRESIDENT: Robert J. O'neil 215 SE 2nd Ave #307B, Hallandale, Fl 33009
SECRETARY: Jason Padaetz 215 SE end Ave #307B, Hallandale, Fl 33009
TREASURER: Luis H. Rodriguez 215 SE 2nd Ave #307B, Hallandale, Fl 33009
DIRECTOR: Antonio De La Cruz 215 SE 2nd Ave #307B, Hallandale, Fl 33009
DIRECTOR: Mario O. Moreno 215 SE 2nd Ave #307B, Hallandale, Fl 33009

ARTICLE SEVEN

THE NAME AND ADDRESS OF THE INCORPORATOR IS AS FOLLOWS: Robert J. O'neil 215 SE 2nd Ave #307B, Hallandale, Fl 33009 OF, THE UNDERSIGNED HAS MADE AND SUBSCRIBED THESE ARTICLES OF INCORPORATION AT MIAMI, FLORIDA THIS 18 DAY OF June 2001.


INCORPORATOR
Robert J. O'neil 591-05-1503

STATE OF FLORIDA
COUNTY OF DADE

BEFORE ME, A NOTARY PUBLIC AUTHORIZED TO TAKE ACKNOWLEDGEMENTS IN THE STATE AND COUNTY SET FORTH ABOVE, PERSONALLY APPEARED Robert J. O'neil KNOWN TO BE AND KNOWN BY ME TO BE THE PERSON WHO EXECUTED THE FOREGOING ARTICLES OF INCORPORATION, AND HE/SHE ACKNOWLEDGED BEFORE ME THAT HE/SHE EXECUTED THOSE ARTICLES OF INCORPORATION. IN EYEWITNESS WHEREOF, I HAVE SET HAND SEAL IN THE STATE AND COUNTY ABOVE, ON 18 DAY OF JUNE, 2001.

NOTARY PUBLIC
STATE OF FLORIDA
COMMISSION EXPIRES

ACCEPTANCE BY REGISTERED AGENT

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



REGISTERED AGENT
Mario O. Moreno

STATE OF FLORIDA
COUNTY OF DADE
BEFORE ME, A NOTARY PUBLIC AUTHORIZED TO TAKE
ACKNOWLEDGEMENT IN THE STATE AND COUNTY SET FORTH ABOVE,
PERSONALLY APPEARED Mario O. Moreno KNOWN TO BE AND KNOWN BY
ME TO EXECUTE THE FOREGOING ACCEPTANCE BY REGISTERED AGENT,
AND HE ACKNOWLEDGED BEFORE ME THAT HE EXECUTED THAT
ACCEPTANCE ON 18 DAY OF June, 2001.

NOTARY PUBLIC
STATE OF FLORIDA

COMMISSION EXPIRES

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