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P. 1

Division of Corporations

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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 : FILINGS, INC.
Account Number : 072720000101
Phone : (850) 385-6735
Fax Number : (954) 641-4192

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

AMBASSADOR FILMS CORPORATION

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ARTICLES OF INCORPORATION
OF
AMBASSADOR FILMS CORPORATION

ARTICLE I
CORPORATE NAME

The name of this Corporation shall be:

AMBASSADOR FILMS CORPORATION

ARTICLE II
CORPORATE ADDRESS

The mailing address and the principal place of business of this Corporation shall be:

290 Southwest Boca Raton Boulevard
Boca Raton, Florida 33432

ARTICLE III
NATURE OF CORPORATE BUSINESS

The Corporation shall have the power to engage in any activity or business permitted under the laws of the United States and under the laws of the State of Florida.

ARTICLE IV
CAPITAL STOCK

This Corporation is authorized to issue 100,000 shares of stock. All of the shares of stock shall be of a single class, designated as common. Shareholders shall be entitled to receive the net assets of the corporation upon dissolution. The shares of stock authorized shall have a par value of \$.01 per share.

ARTICLE V
PREEMPTIVE RIGHTS

This Corporation elects to have Preemptive Rights.

ARTICLE VI
CUMULATIVE VOTING

All shareholders of this Corporation are entitled to cumulate their votes for directors.

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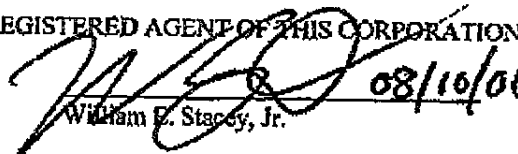
ARTICLE VII
INITIAL REGISTERED AGENT AND
DESIGNATION OF REGISTERED AGENT

The Corporation's initial registered agent and office for the purpose of complying with Florida law shall be:

William E. Stacey, Jr.
4310 Northeast 16th Terrace
Fort Lauderdale, Florida 33334

to accept service of process within this State.

I ACCEPT DESIGNATION AS REGISTERED AGENT OF THIS CORPORATION.


William E. Stacey, Jr.

ARTICLE VIII
BOARD OF DIRECTORS

The number of Directors may be altered from time to time by the Corporation's Bylaws as adopted by the Shareholders. However, the Corporation shall have no less than one director at any time.

ARTICLE IX
REMOVAL OF DIRECTORS

The removal of Directors by the Shareholders is restricted to instances when good cause exists. Removal of a Director may not be had by less than a shareholder vote of 70%.

ARTICLE X
INITIAL DIRECTORS

The name and post office address of each member of the first Board of Directors is:

Duane M. Barnhart
290 Southwest Boca Raton Boulevard
Boca Raton, Florida 33432

Robert E. Muller
290 Southwest Boca Raton Boulevard
Boca Raton, Florida 33432

The members of the first Board of Directors shall hold office until the first annual meeting of the Stockholders of the Corporation, or until successors are elected.

ARTICLE XI
INDEMNIFICATION

The Corporation shall indemnify to the fullest extent permitted by law, any Director, Officer, Agent, Employee or Fiduciary who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise, including an action, suit or proceeding by or in the right of the Corporation which arises either as to said Director's, Officer's,

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Agent's, Employee's or Fiduciary's action in his/her official capacity and/or as to action while holding such office. In addition, the Corporation shall pay for or reimburse all expenses incurred by said Director, Officer, Agent, Employee or Fiduciary in advance of the final disposition of said action, suit or proceeding to the full extent permitted by law.

ARTICLE XII
ADOPTION AND AMENDMENT OF BYLAWS

The Initial Bylaws of this Corporation shall be adopted by majority vote of the Directors. Bylaws may be amended only by unanimous vote of either the Directors or the Shareholders.

ARTICLE XIII
INCORPORATORS

The name and post office address of the Incorporator is as follows:

William E. Stacey, Jr.
4310 Northeast 16th Terrace
Fort Lauderdale, Florida 33334

ARTICLE XIV
COMMENCEMENT

Corporate existence will commence on immediately on issuance of the charter.

THE UNDERSIGNED INCORPORATOR, for the purpose of forming a corporation to do business within the State of Florida, does make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true.

By:  08-10-01
William E. Stacey, Jr., Incorporator.

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TALLAHASSEE, FLORIDA

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