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THE LAW OFFICE OF
Jeffrey J. Needle, P.A.
Attorney and Counselor of Law
5310 N.W. 33rd Avenue, Suite 101, Fort Lauderdale, Florida 33309
Phone (954) 485-9900 Fax (954) 485-8527
Email: jeffreynneedle@aol.com

FOR MAILING PURPOSES,
PLEASE REPLY TO:
P.O. BOX 8037
FORT LAUDERDALE, FLORIDA 33310

August 7, 2001

Department of Corporations
Secretary of State of Florida
409 E. Gaines Street
Tallahassee, Florida 32399

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Re: Articles of Incorporation for Balsamo Studios, Inc.

Dear Sir/Madam,

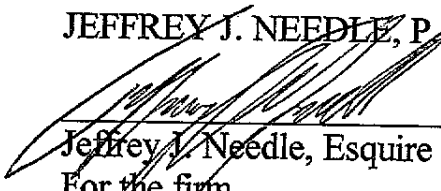
Please find enclosed for filing the articles of incorporation for Balsamo Studios, Inc.

Also enclosed my trust check in the amount of eighty-seven dollars and fifty cents to cover the; filing fee and for providing me with a certified copy and a certificate of status. Please submit same to the address above.

If you have any questions, please do not hesitate to contact me at the telephone number above.

Thank you for your time and attention to this matter.

JEFFREY J. NEEDLE, P.A.,


Jeffrey J. Needle, Esquire
For the firm

JN/mw

Encl.

01 AUG 14 AM 11:57
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

T. Burton AUG 17 2001

ARTICLES OF INCORPORATION FOR BALSAMO STUDIOS, INC.

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a Corporation for profit under Chapter 607 of the Florida Statutes.

ARTICLE 1 – NAME

The name of the Corporation is BALSAMO STUDIO, INC., (hereinafter, "Corporation").

ARTICLE 2 – PURPOSE OF CORPORATION

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

ARTICLE 3 – PRINCIPAL OFFICE

The address of the principal office of this Corporation is 3812 S.W. 53rd Court, Fort Lauderdale, Florida 33312 and the mailing address is the same.

ARTICLE 4 – INCORPORATOR

The name and street address of the incorporator of this Corporation is:

Harry Balsamo
3812 S.W. 53rd Court
Fort Lauderdale, Florida 33312

ARTICLE 5 – OFFICERS

The officers of the Corporation shall be:

President:	Harry Balsamo
Vice-President:	Karen Balsamo
Secretary:	Harry Balsamo
Treasurer:	Harry Balsamo

Whose addresses shall be the same as the principal office of the Corporation.

ARTICLE 6 – DIRECTOR(S)

The Directors of the Corporation shall be:

Whose address shall be the same as the principal address of the Corporation.

ARTICLE 7 – CORPORATE CAPITALIZATION

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

7.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is one thousand (1,000) shares of common stock, each having the par value of One Dollar (\$1.00).

7.2 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided however, that the Board of Directors may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Directors may deem advisable in connection with such issuance.

7.3 The Board of Directors of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the board of Directors may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

7.4 The Board of Directors of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or condition of redemption of the stock.

ARTICLE 8 – SUB CHAPTER S CORPORATION

The Corporation may elect to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.

8.1 The shareholders of this Corporation may elect and, if elected, shall continue such election to be an S Corporation as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended, unless the shareholders of the Corporation unanimously agree otherwise in writing.

8.2 After this Corporation has elected to be an S Corporation, none of the shareholders of this Corporation, without the written consent of all the shareholders of this Corporation shall take any action, or make any transfer or other disposition of the shareholders' shares of stock in the Corporation, which will result in the termination or revocation of such election to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.

8.3 Once the Corporation has elected to be an S Corporation, each share of stock issued by this Corporation shall contain the following legend:

"The shares of stock represented by this certificate cannot be transferred if such transfer would void the election of the Corporation to be taxed under Sub-Chapter S of the Internal Revenue Code of 1986, as amended."

ARTICLE 9 – SHAREHOLDER' RESTRICTIVE AGREEMENT

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

ARTICLE 10 – POWERS OF THE CORPORATION

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

ARTICLE 11 -- TERM OF EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE 12 – REGISTERED OWNER(S)

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and except as may be agreed in writing by the Corporation, the 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, whether or not the Corporation shall have notice thereof.

ARTICLE 13 – REGISTERED OFFICE AND REGISTERED AGENT

The initial address of registered office of this Corporation is 3812 S.W. 53rd Court, Fort Lauderdale, Florida 33312. The name and address of the registered agent of this Corporation is Jeffrey J. Needle, Esquire, Jeffrey J. Needle, P.A. at 5310 N.W. 33rd Avenue, Suite 101, Fort Lauderdale, Florida 33309.

ARTICLE 14 – BYLAWS

The Board of Directors of the Corporation shall have the power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Directors at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

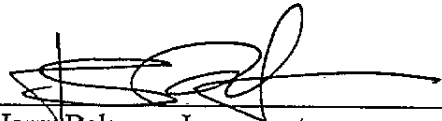
ARTICLE 15 – EFFECTIVE DATE

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE 16 – AMENDMENT

The 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 or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

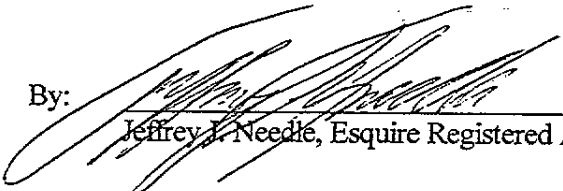
IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 7th day of August, 2001.


Harry Balsamo, Incorporator

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN ARTICLES OF
INCORPORATION**

Jeffrey J. Needle, Esquire, having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under the applicable provisions of the Florida Statutes.

By:


Jeffrey J. Needle, Esquire Registered Agent