POIOOOS 84428

Department of State Division of Corporations P. O. Box 6327 Tallahassee, FL 32314

SUBJECT: KEYFRAME INTERACTIVE MEDIA, INC.					
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)					
300004555543——7 -08/24/01—01069—008 ******78.75 ******78.75 Enclosed are an original and one (1) copy of the articles of incorporation and a check for:					
\$70.00 Filing Fee	□ \$78.75 Filing Fee & Certificate of Status	\$78.75 Filing Fee & Certified Copy ADDITIONAL CO	\$87.50 Filing Fee, Certified Copy & Certificate of Status PY REQUIRED		
FROM:	Edwin H. Hirschi Name (F	'rinted or typed)		58 Cowerner Co	.==:
P. O. Box 943 Address					-
Ocala, Florida 34478-0943					
City, State & Zip					<u>†</u>
- N	Daytime Tele	(352) 629-6286 phone number	SECRETARY OF STATE ALLAHASSEE, FLORIDA	FILED NAUG 24 PH 12: 25	
NOTE: Please provide the original and one copy of the articles.					

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ARTICLES OF INCORPORATION

ARTICLE I NAME

The name of the corporation shall be:

KEYFRAME INTERACTIVE MEDIA, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business shall be:

1508 SE 14th Street Ocala, Florida 34471

The mailing address shall be:

P. O. Box 943 Ocala, Florida 34478-0943

ARTICLE III PURPOSE

The purpose for which the corporation is organized is to transact any and all lawful business.

ARTICLE IV SHARES

The number of shares of stock this corporation is allowed to have outstanding at any one time is FIVE HUNDRED (500) SHARES of common stock, with a par value of TEN DOLLARS (\$10.00) per share. The whole or any part of the common stock of said corporation shall be payable in lawful money of the United States of America, or property, labor, or services at a just valuation to be fixed by the Board of Directors. Property and labor may also be purchased with capital stock of said corporation at such valuation as shall be fixed by the Board of Directors.

ARTICLE V INITIAL OFFICERS/DIRECTORS

This corporation shall have four (4) directors initially. The number of directors may be either increased or diminished from time to time by the by-laws. The names, titles, and addresses of the initial directors are:

EDWIN H. HIRSCHI, President

CAROL HIRSCHI

SCOTT HIRSCHI, Vice President

WILLIAM J. HIRSCHI, Vice President

1508 SE 14th Street Ocala, Florida 34471 1508 SE 14th Street Ocala, Florida 34471 1508 SE 14th Street Ocala, Florida 34471 P. O. Box 1106 Tavernier, Florida 33070

ARTICLE VI REGISTERED AGENT

The name and address of the Registered Agent is:

EDWIN H. HIRSCHI, 1508 SE 14th Street, Ocala, Florida 34471 and his mailing address is:

P. O. Box 943, Ocala, Florida 34478-0943

ARTICLE VII INCORPORATOR

The name and address of the Incorporator is:

EDWIN H. HIRSCHI 1508 SE14TH Street P. O. Box 943 Ocala, Florida 34478-0943

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Edwin H. Hirschi, Registered Agent

Edwin H. Hirschi, Incorporator

<u>Lug. 22, 20</u>01 Date

Date