

PD1000112078
TRANSMITTAL LETTER

Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

FILED
01 NOV 20 AM 8:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SUBJECT: **Barracuda Films, Inc.**

Enclosed please find an original and one (1) copy of the articles of incorporation for the above corporation and a check in the amount of **\$78.75**.

FROM:

500004689505--3
-11/20/01--01061--003
*****78.75 *****78.75

Todd L Colbert
727-861-7059
8133 Monarch Drive
Port Richey, FL 33668

Ps
11/27/01-

FILED
01 NOV 20 AM 9:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
of
BARRACUDA FILMS, INC.

The undersigned person(s), acting as incorporator(s) of a corporation organized under the laws of Florida, hereby adopt(s) the following Articles of Incorporation:

ARTICLE I
CORPORATE NAME

The name of this corporation is Barracuda Films, Inc..
8133 Monarch Drive
Port Richey, FL 33668
727-861-7059

ARTICLE II
SHARES

The total number of shares which the corporation shall have authority to issue is 100 shares with a par value of \$1.00 per share.

ARTICLE III
REGISTERED OFFICE AND AGENT

The street address of the corporation's initial registered office and the name of its initial registered agent at such address is:

Todd L Colbert
8133 Monarch Drive
Pasco County
Port Richey, FL 33668

**ARTICLE IV
PURPOSE**

The purpose of the corporation is to engage in any lawful activity permitted by the laws of this state.

**ARTICLE V
DIRECTORS**

The names and residence addresses of the persons constituting the initial board of directors are:

Todd L Colbert
8133 Monarch Drive
Port Richey, FL 33668

Brian Glenn Orchard
8133 Monarch Drive
Port Richey, FL 33668

After the initial board of directors, the board shall consist of such number of directors as shall be determined by the shareholders from time to time at each annual meeting at which directors are to be elected.

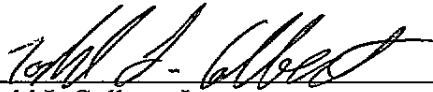
**ARTICLE VI
LIABILITY OF DIRECTORS**

To the fullest extent permitted by law, no director of this corporation shall be personally liable to the corporation or its shareholders for monetary damages for breach of any duty owed to the corporation or its shareholders, except that a director may be held personally liable for (i) breaches of the duty of loyalty, (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) declaration of unlawful dividends or unlawful stock repurchases or redemptions, or (iv) a transaction from which the director derives an improper personal benefit.

Any director or officer who is involved in litigation or other proceeding by reason of his or her position as a director or officer of this corporation shall be indemnified and held harmless by the corporation to the fullest extent permitted by law.

Certification

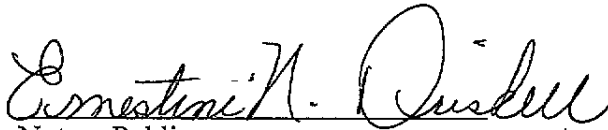
I certify that I have read the above Articles of Incorporation and that they are true and correct to the best of my knowledge.



Todd L. Colbert, Incorporator
8133 Monarch Drive
Port Richey, FL 33668

State of Florida, County of Pasco, ss:

Subscribed and sworn to (or affirmed) before me this 13th day of Nov., 192001


Notary Public

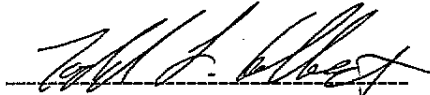
CERTIFICATION OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent, in the state of Florida.

The name and address of the registered agent and office is:

Todd L Colbert
8133 Monarch Drive
Port Richey, FL 33668
727-861-7059

Signature: _____



Title : President

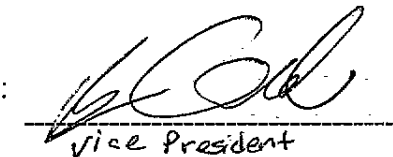
Date : _____

11/13/01

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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 accept the appointment as registered agent and 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.

Signature : _____


Vice President

Date : _____

11/13/01