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Alphaville Advertising Design & Media, Inc.  
200 B East Monument Avenue  
Kissimmee, Florida 34741

December 14, 2001

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-01/07/02--01043--009  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Secretary of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, Fl. 32314

Dear Sir;

Enclosed please find articles of incorporation for Alphaville Advertising Design & Media, Inc. along with applicable filing fee of \$78.75. Please send certified copy of Articles to:

Robert Kerr  
200 B East Monument Avenue  
Kissimmee, Florida 34741

If you have any questions, please do not hesitate to contact me.

Sincerely,



Robert Kerr

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DIVISION OF CORPORATIONS  
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ARTICLES OF INCORPORATION  
OF

Alhaville Advertising Design & Media, Inc.

The undersigned acting as incorporator of this corporation pursuant to Chapter 607 of the Florida Statutes hereby forms a corporation for profit under the laws of the State of Florida and adopts the following Articles of Incorporation for such corporation.

ARTICLE I - NAME OF CORPORATION

The name of this corporation shall be Alhaville Advertising Design & Media, Inc.

ARTICLE II - TERM OF EXISTENCE

This corporation shall exist perpetually commencing such existence upon the filing of these Articles.

ARTICLE III - GENERAL PURPOSE

The general purpose of which this corporation is organized shall be:

(1) To manufacture, construct, purchase or otherwise acquire and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with products, goods, wares, merchandise, real and personal property and services of every kind, class and description.

(2) It is intended that this corporation is organized for and may conduct and transact any or all lawful business authorized and not prohibited by Chapter 607, Florida Statutes, as the same may be from time to time amended.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of capital stock that this corporation is authorized to issue and have outstanding at any one time is One Hundred Thousand (100,000) shares of common stock having no par value per share.

ARTICLE V - PRINCIPAL OFFICE, INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The principal office of the corporation shall be at 200 B East Monument Ave., Kissimmee, Florida 34741. The initial street address of the registered office of this corporation in the State of Florida will be (physical) 200 B East Monument Ave., Kissimmee, Florida 34741 and (mailing)200 B East Monument Ave., Kissimmee, Florida 34741. The Board of Directors may from time to time move the registered office to any other address in Florida. The name of the initial registered agent of this corporation at that address is Robert Kerr. The Board of Directors may from time to time designate a new registered agent.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

- A. The initial number of Directors of this corporation shall be one.
- B. The number of Directors may be increased or diminished from time to time by the By-laws adopted by the shareholders, but shall never be less than one.
- C. The name and street address of the initial member(s) of the Board of Directors, who shall hold office for the first year of existence of this corporation or until their successors are elected or appointed and have qualified are:

<u>Name</u>	<u>Street Address</u>
Robert Kerr	200 B East Monument Avenue Kissimmee, Florida 34741

ARTICLE VII - INCORPORATOR

The name and address of the incorporator of this corporation is:

<u>Name</u>	<u>Street Address</u>
Robert Kerr	200 B East Monument Avenue Kissimmee, Florida 34741

ARTICLE VIII - AMENDMENT TO ARTICLES

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto and any right conferred upon the shareholders is subject to this reservation.

ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any registered agent, officer, director or incorporator, or any former registered agent, officer or director, to the full extent permitted by law.


IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at Kissimmee, Osceola County, Florida, this 20<sup>th</sup> day December of 2001.

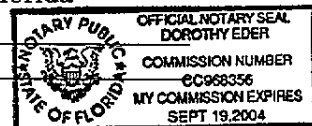
  
Robert Kerr

STATE OF FLORIDA  
COUNTY OF OSCEOLA

BEFORE ME, the undersigned authority, personally appeared Robert Kerr, who is personally known to me or who provided the following identification (Robert Kerr), who is also known to me to be the individual described in and who executed the foregoing Articles of Incorporation, and he acknowledged that he subscribed the said instrument for the uses and purpose set forth herein.

WITNESS my hand and official seal in the County and State last aforesaid this 20<sup>th</sup> day of December 2001.

  
Name: Dorothy Eder  
Notary Public - State of Florida  
Commission No: \_\_\_\_\_  
My commission expires: \_\_\_\_\_



*Provided Florida driver's license*

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

Pursuant to Chapter 607 and Section 48,091, Florida Statutes, the following is submitted, in compliance with the Act:


FIRST -- That Alphaville Advertising Design & Media, Inc., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, in the City of Kissimmee, State of Florida, has named Robert Kerr as its registered agent to accept service of Process within this State.

SECOND -- That Alphaville Advertising Design & Media, Inc.'s registered agent shall maintain his office for service of process within this state at the following street address:

- (physical) 200 B East Monument Avenue  
Kissimmee, Florida 34741
- (mailing) 200 B East Monument Avenue  
Kissimmee, Florida 34741

in the County of Osceola, State of Florida.

Having been named as Registered Agent for the above stated Corporation, at the place designated in this certificate, I hereby agree to act in this capacity, I acknowledge that I am familiar with and accept the obligations provided by Florida Statute Section 607.0501 (1993) and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.



Robert Kerr

Date: 12/20/01

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