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TRANSMITTAL LETTER

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

SUBJECT: BARBOUR MULTIMEDIA INC.

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-03/18/02--01043--024
*****70.00 *****70.00

FILED
02 MAR 18 PM 2:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Enclosed is an original and one (1) copy of the articles of incorporation for Barbour Multimedia Inc.

FROM: Robert T. Barbour
8360 97th Avenue
Vero Beach, FL 32967

EFFECTIVE DATE
04-01-02

Daytime Phone Number: 561-388-3774

8-3/22

ARTICLES OF INCORPORATION
OF
BARBOUR MULTIMEDIA INC.

I, the undersigned, hereby submit and file these Articles of Incorporation for the purposes of establishing a corporation for profit under the "Florida Corporation Act".

I.

The name of the corporation is:

BARBOUR MULTIMEDIA INC.

II.

The mailing address of the corporation is:

8360 97th Avenue
Vero Beach, Florida 32967

III.

This corporation will engage in the business of video production, photography and graphic design permitted under the laws of the State of Florida and the United States of America.

IV.

The maximum number of shares this corporation is authorized to have outstanding at any one time is 500 shares of common stock with a par value of \$1.00 per share. All or any of the capital stock of the corporation may be issued by the corporation from time to time for such consideration as may be determined upon and fixed by the Board of Directors as provided by law, and when such consideration has been received by the corporation, such shares shall be deemed fully paid.

V.

This corporation is to have perpetual existence, which shall begin as of April 1, 2002.

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VI.

The name of the corporation's initial registered agent, the address of the corporation's initial registered office and principal place of business which are the same are ROBERT T. BARBOUR (agent), 8360 97th Avenue, Vero Beach, FL 32967 (office).

VII.

This corporation shall have one (1) director, constituting the initial Board of Directors and the name and address of the initial director of this corporation is:

ROBERT T. BARBOUR
President, Secretary

8360 97th Avenue
Vero Beach, Florida 32967


VIII.

The name and address of the incorporator is:
MANDY KARST, 807 Gladiola Avenue, Sebastian, Florida 32958.

IX.

In furtherance and not in limitation of the powers conferred by the laws and statutes of the State of Florida, the Board of Directors shall have the power to perform all acts mentioned in the "Florida General Corporation Act", and as the same may be amended from time to time.

IN WITNESS WHEREOF, I, the undersigned incorporator, for the purpose of forming a corporation to do business both within and beyond the State of Florida, have made and subscribed these Articles of Incorporation at Sebastian, Florida, for the purposes and uses aforesaid, and I hereby declare and certify the facts herein stated are true and accordingly have set my hand and seal hereunto this 12th day of March, 2002.



I, the undersigned, ROBERT T. BARBOUR, designated in paragraph V. as the corporation's initial registered agent, hereby certify I am a resident of the State of Florida and my business office is identical with the above designated initial registered agent office and I do hereby accept appointment as initial registered agent for the corporation on this 12th day of March, 2002.

Robert T. Barbour

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