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May 23, 2002

Division of Corporations
State of Florida
409 East Gaines Street
Tallahassee, FL 32399

Re: Jonesing Pictures, Inc.

Dear Sir/Madam:

Enclosed please find the original and one copy of Articles of Incorporation of Jonesing Pictures, Inc. and check in the amount of \$70.00 for filing fees.

Very truly yours,

Jeffrey R. Fuller / lar
Jeffrey R. Fuller

JRF:lar
Enclosures

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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FILED
02 MAY 28 AM 9:59
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
JONESING PICTURES, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME

The name of the of the corporation shall be:

JONESING PICTURES, INC.

ARTICLE II - NATURE OF BUSINESS

The general character or nature of the business to be transacted by this corporation is:

(a) The production of motion pictures and related activities including, but not limited to development of related projects such as screen plays, casting, distribution, and all other facets of the motion picture industry..

(b) To acquire by purchase, lease, or otherwise, lands and interests in lands, and to own, hold, improve, develop and manage any real estate so acquired, and to erect, or cause to be erected on any lands, owned, held or occupied by the corporation, buildings or other structures, public or private, with their appurtenances, and to manage, operate, lease, rent, rebuild, enlarge, alter or improve any buildings or other structures, now or hereafter erected on any lands so owned, held or occupied, and to encumber or dispose of any lands, or interests in lands, and any buildings or other structures, at any time owned or held by the corporation. To buy, sell,

mortgage, exchange, lease, hold for investment or otherwise use and operate, real estate of all kinds, improved or unimproved, and any right or interest therein.

(c) To engage in the retail, wholesale and manufacturing business in any and all fields and to do all things necessary to engage in any type of business generally.

(d) To acquire, by purchase, lease, manufacture or otherwise, any personal property deemed necessary or useful in the equipment, furnishing, improvement, development or management of any property, real or personal, at any time owned, held or occupied by the corporation, and to invest, trade and deal in any personal property deemed beneficial to the corporation, and to lease, rent, encumber or dispose of any personal property at any time owned or held by the corporation.

(e) To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate property or other instruments to secure the payment of corporate indebtedness as required.

(f) To purchase the corporate assets of any other corporation and engage in the same or other character of business, including re-purchase of its own shares.

(g) To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities or other evidences of indebtedness created by, any other corporation of the State of Florida or any other state of government, and, while owner of such stock, to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

(h) To enter into, make, perform and carry out contracts and agreements of every kind, for any lawful purpose, without limit as to amount, with any person, firm, association or

corporation, and to transact any further and other business necessarily connected with the purposes of this corporation, or calculated to facilitate the same, including purchase of its own shares.

(i) To carry on any or all of its operations and businesses and to promote its objects within the State of Florida or elsewhere, without restriction as to place or amount, and to have, use, exercise and enjoy all of the general powers of like corporations.

(j) To engage in any and all lawful businesses, trades, occupations and professions.

(k) To do any or all of the things herein set forth to the same extent as natural persons might or could do, and in any part of the world as principals, agents, contractors or otherwise, alone or in company with others, and to do and perform all such other things and acts as may be necessary, profitable or expedient in carrying on any of the business or acts above named.

The intention is that none of the objects and powers as herein above set forth, except where otherwise specified in this Article, shall be in anywise limited or restricted by reference to or inference from the terms of any other objects, powers or clauses of this Article or any other Articles, but that the objects and powers specified in each of the clauses in this Article shall be regarded as independent objects and powers.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is:

7,000 shares at a par value of \$1.00 per share

Authorized capital stock may be paid for in cash, services or property, at a just value to be fixed by the Board of Directors of this Corporation at any regular or special meeting.

ARTICLE IV - INITIAL CAPITAL

The amount of the capital with which this corporation shall begin business is FIVE HUNDRED DOLLARS (\$500.00).

ARTICLE V - TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE VI - ADDRESS

The initial street address of the principal office of this corporation is to be:

4502 Jouster Court, Apt.#306
Orlando, FL 32817

The Board of Directors may from time to time designate such other address and place for the principal office of this corporation as it may see fit.

ARTICLE VII - DIRECTORS

The corporation shall have no more than nine (9) Directors, initially. The number of Directors may be increased or diminished from time to time by the By-Laws, but shall never be less than the number required by law.

ARTICLE VIII - INITIAL DIRECTORS

The name and street address of the first Board of Directors who shall hold office until successors are elected and qualified, are as follows:

Chris Fuller
4502 Jouster Court, Apt.#306
Orlando, FL 32817

Frank Craft
4502 Jouster Court, Apt. #306
Orlando, FL 32817

ARTICLE IX - SUBSCRIBERS

The name and street address of each subscriber of these Articles of Incorporation is as follows:

Chris Fuller
4502 Jouster Court, Apt.#306
Orlando, Fl 32817

Frank Craft
4502 Jouster Court, Apt. #306
Orlando, Fl 32817

ARTICLE X - EFFECTIVE DATE

These Articles of Incorporation shall be effective at the time of the subscription and acknowledgment hereof, provided that all of the requirements of the law are met.

ARTICLE XI - AMENDMENT

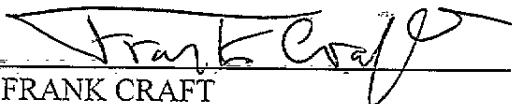
These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XII - MISCELLANEOUS PROVISIONS

It is the intention of the Incorporators of this corporation that the first Board of Directors adopt a Plan under Section 1244 of the Internal Revenue Code allowing a limited ordinary loss to individuals for loss on stock of a "Small Business Corporation" which qualifies under the Code.



CHRIS FULLER



FRANK CRAFT

STATE OF FLORIDA

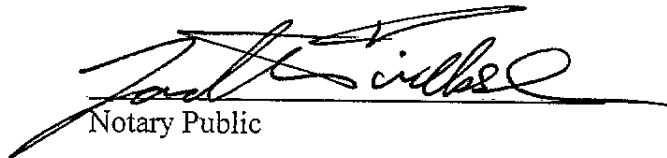
COUNTY OF PINELLAS

Before me personally appeared CHRIS FULLER and FRANK CRAFT, to me well

known to be the individuals described in/produced FL. DR. License # F460-105-92-368-0
FL. DR. License # C613-277-83-191-0 and who executed the foregoing Articles of Incorporation,
and who acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State named above this 22 day
of MAY, 2002.

JONATHAN D. WEBSTER
NOTARY PUBLIC - STATE OF FLORIDA
COMMISSION # DD058901
EXPIRES 09/19/2005
BONDED THRU 1-388-NOTARY1


Notary Public

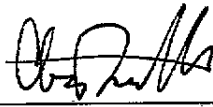
RESIDENT AGENT CERTIFICATE

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First - That JONESING PICTURES, 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 County of Pinellas, State of Florida, has named CHRIS FULLER, located at 4502 Joustier Court, Apt. #306, Orlando, County of Orange, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.



CHRIS FULLER
Resident Agent

FILED
02 MAY 28 AM 9:59
STATE OF FLORIDA
TALLAHASSEE