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Florida Department of State

Division of Corporations

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Division of Corporations

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From:

Account Name : MARERO, CHUILLI & ASSOCIATES, P.A.

Account Number : I20020000079

Phone : (305)446-0163

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FLORIDA PROFIT CORPORATION OR P.A.

DRAGON ENTERTAINMENT PRODUCTIONS, INC.

Certificate of Status	1
Certified Copy	0
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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

W Harris
June

June 6, 2002

MARERO CHUILLI & ASSOCIATES

SUBJECT: DRAGON ENTERTAINMENT PRODUCTIONS, INC.
REF: W02000016375

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

You must list the corporation's principal office and/or a mailing address in the document.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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Becky McKnight
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FAX Aud. #: H02000148002
Letter Number: 002A00037194

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

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**ARTICLES OF INCORPORATION
OF
DRAGON ENTERTAINMENT PRODUCTIONS, INC.**

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STATE OF FLORIDA

ARTICLE I-NAME

The name of this corporation is: DRAGON ENTERTAINMENT PRODUCTIONS, INC.

ARTICLE II-DURATION

This corporation shall have perpetual existence commencing at the filing of the Articles of Incorporation with Department of State.

ARTICLE III-PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV-CAPITAL STOCK

This Corporation is authorized to issue 60 shares of one dollar par value common stock.

ARTICLE V-RIGHTS-UPON LIQUIDATION OR DISSOLUTION

In the event of any voluntary or involuntary liquidation, dissolution or winding up of this corporation, the holders of record of the common shares all receive a ratable distribution of the assets of the corporation.

ARTICLE VI-PREEMPTIVE RIGHTS

Each shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which is offered to others.

Two handwritten signatures in black ink, one appearing to be a stylized 'S' and the other a stylized 'A'.

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ARTICLE VII-INITIAL REGISTERED PRINCIPAL OFFICE AND AGENT

The street address of the initial registered office of this corporation is:

LUIS F. FLORES

The street addresses of the initial register office for the corporation and the register agent is:

600 NE 36th Street, Suite 2010
Miami, Florida 33137

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.

Date: 6/5/2002


LUIS F. FLORES, Registered Agent

ARTICLE VIII-INITIAL BOARD OF DIRECTORS

This corporation shall have (2) Directors initially. The number of directors may be increased or diminished from time to time as provided for by the Bylaws, but shall never be less than one. The names of the initial directors of this corporation are as follows:

President:	<u>PHILIP A. LAWTON</u>
Vice-President:	<u>LUIS F. FLORES</u>
Treasurer:	<u>LUIS F. FLORES</u>
Secretary:	<u>PHILIP A. LAWTON</u>

ARTICLES IX-INCORPORATORS

The names and addresses of the persons signing these Articles are:

PHILIP A. LAWTON
600 NE 36th Street, Suite 2010
Miami, Florida 33137

LUIS F. FLORES
600 NE 36th Street, Suite 2010
Miami, Florida 33137

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ARTICLES X-BYLAWS

The power to adopt, alter, amend and repeal bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE XI-RESTRICTIONS ON THE TRANSFER OF STOCK

Shares of capital stock of this corporation shall be issued initially to the following persons in the amount set opposite their names:

PHILIP A. LAWTON
LUIS F. FLORES

55 shares
5 shares

Shares held by the initial shareholders listed above may not be resold or otherwise transferred to others unless such shares are first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all of the shareholders and this corporation.

ARTICLE XII-CUMULATIVE VOTING

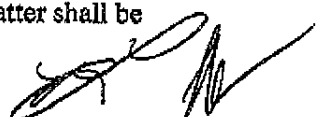
At each election for directors each shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

ARTICLE XIII-CALLING OF SPECIAL MEETINGS

Special meetings of the shareholders may be called by the Board of Directors.

ARTICLE XIV-SHAREHOLDERS QUORUM AND VOTING

Fifty percent of the shares plus one entitled to vote represented in person or by proxy shall constitute a quorum at the meeting of shareholders. If the quorum is present the affirmative vote of fifty percent of the shares plus one represented at the meeting and entitled to vote on the subject matter shall be



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the act of the shareholders.

ARTICLE XV-AMENDMENT

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

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 5th day of June, 2002.


PHILIP A. LAWTON


LUIS F. FLORES

NOTARY CERTIFICATE

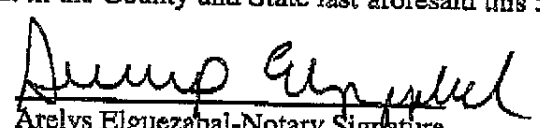
STATE OF FLORIDA)

COUNTY OF MIAMI-DADE)

I HEREBY CERTIFY, that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared **PHILIP A. LAWTON** and **LUIS F. FLORES**, to me known to be the persons described in and who executed the attached **ARTICLES OF INCORPORATION** and that they acknowledged before me that they executed the same. I relied upon the following forms of identification of the above named person(s): () Florida Drivers License (X) Known Personally and that an oath was/was not taken.

WITNESS my hand and official seal in the County and State last aforesaid this 5th day of June, 2002.

ARELYS. ELGUEZABAL
(Seal) Notary Public, State of Florida
My comm. exp. Mar. 5, 2006
My Comm. No. 037489


Arelys Elguezabal-Notary Signature

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TALLAHASSEE, FLORIDA

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