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June 20, 2002

Department of State

Division of Corporations

P.O. Box 6327

Tallahassee, FL 32314

SUBJECT: RBR Productions, Inc.

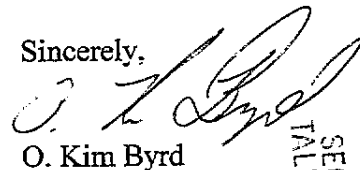
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*****70.00 *****70.00

Enclosed please find an original and (2) two copies of the articles of incorporation for the above referenced corporation together with a check for \$70 payable to the Secretary of State for the filing fee and designation of registered agent.

Please return one of the copies stamped with the date filed to me in the enclosed self-addressed, stamped envelope.

Thank you for your kind attention to this matter.

Sincerely,



O. Kim Byrd

FILED
02 JUN 24 PM 4:28
SECRETARY OF STATE
TALLAHASSEE FLORIDA

W-18308

ARTICLES OF INCORPORATION

FILED

02 JUN 24 PM 4: 28

SECRETARY OF STATE
TALLAHASSEE FLORIDA

1. The name of the corporation shall be: **RBR Productions, Inc.**
2. The principal place of business is:
**2642 Collins Avenue
Unit 303
Miami Beach, FL 33140**
3. The mailing address of the corporation is:
**P.O. Box 403505
Miami Beach, FL 33140**
4. The corporation shall have the authority to issue **1,000,000** shares of common stock, in one class only, each with a par value of \$0.001.
5. The registered agent of the corporation is **O. Kim Byrd, Esq.** and the registered street address is **952 Winding Oaks Drive, Palm Harbor, FL 34683.**
6. The initial Board of Directors shall have one member whose name and address is:
**Monica Reed
2642 Collins Ave., Unit 303
Miami Beach, FL 33140**

The number of directors may be raised or lowered by amendment of the bylaws of the corporation but shall in no case be less than one.

7. The incorporator of this corporation is **Monica Reed** whose street address is **2642 Collins Ave., Unit 303, Miami Beach, FL 33140.**

Dated 6/7/02

Monica Reed
Incorporator

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 am familiar with and accept the obligations of my position as registered agent.

Dated 6/21/02

O. K. Byrd
Registered Agent