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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850)205-0381

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 634-3694
Fax Number : (305) 633-9696

FLORIDA PROFIT CORPORATION OR P.A.

mercury studios, inc.

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**ARTICLES OF INCORPORATION
OF
MERCURY STUDIOS, INC.**

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt the following Articles of Incorporation:

ARTICLE ONE

NAME

The name of the Corporation is **MERCURY STUDIOS, INC.**

ARTICLE TWO

DURATION

The term of existence of the Corporation is perpetual.

ARTICLE THREE

PURPOSE

The Corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE FOUR

CAPITAL STOCK

The aggregate number of shares that the corporation has authority to issue is One Thousand (1,000) shares, all of which shall be Common Stock with a par value of One Dollar (\$1.00) per share.

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ARTICLE FIVE

PREEMPTIVE RIGHTS GRANTED

Each shareholder of Common Stock of this Corporation shall be entitled to full Preemptive Rights to purchase any unissued or treasury shares of the Corporation and any securities of the Corporation convertible into or carrying a right to subscribe to or acquire any unissued or treasury shares.

ARTICLE SIX

PRINCIPAL PLACE OF BUSINESS

The street address of the principal place of business and registered office of the Corporation, and the name of the initial Registered Agent at that address is:

JOSEPH A. CALLARI
4711 THOMAS STREET
HOLLYWOOD, FLORIDA 33021

ARTICLE SEVEN

DIRECTORS

The number of Directors of the Corporation shall be at least one (1) director, but no more than three (3) directors. The initial Board of Directors shall consist of one (1) director.

The name and street address of the members of the initial Board of Directors of the Corporation is as follows:

JOSEPH A. CALLARI
4711 THOMAS STREET
HOLLYWOOD, FLORIDA 33021

ARTICLE EIGHT

INCORPORATORS

The name and street address of the Incorporator of these Articles of Incorporation is:

JOSEPH A. CALLARI
4711 THOMAS STREET
HOLLYWOOD, FLORIDA 33021

ARTICLE NINE

AMENDMENTS

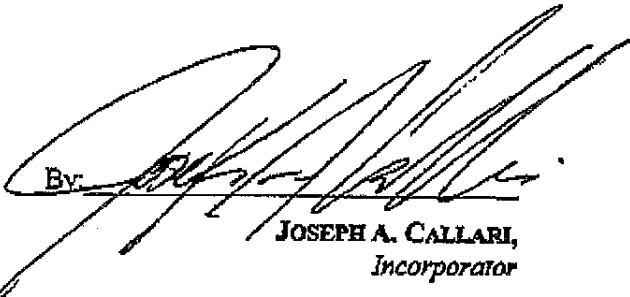
The Articles of Incorporation may be amended in the manner provided by law.

ARTICLE TEN

COMMENCEMENT OF EXISTENCE

The Corporation shall commence its existence on the date the Articles of Incorporation are filed of record with the Office of the Secretary of State.

IN WITNESS WHEREOF, I have hereunto subscribed my name on the 3rd day of September, 2002.

By: 
JOSEPH A. CALLARI,
Incorporator

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

In pursuance of Chapter 607.34, Florida Statutes, the following is submitted in compliance with said Act:

That, MERCURY STUDIOS, 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 Hollywood, County of Broward, State of Florida, has named JOSEPH A. CALLARI, located at 4711 THOMAS STREET, HOLLYWOOD, FLORIDA 33021, as its Registered Agent to accept Service of Process within this State.

ACKNOWLEDGEMENT:

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 I 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 relative to keeping open said office; and I am familiar with and accept the obligations of my position as Registered Agent.

Dated: September 3, 2002.

By: 

JOSEPH A. CALLARI,
Registered Agent

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