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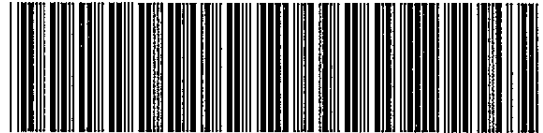
(Business Entity Name)

(Document Number)

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TALLAHASSEE  
FLORIDA

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**LAZARUS CORPORATE FILING SERVICE**

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**MIAMI, FLORIDA (305)552-5973**

**TERESA ROMAN (TALLAHASSEE REPRESENTATIVE)**

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. XELA ENTERTAINMENT GROUP, INC.  
(Corporation Name) (Document #)

2. \_\_\_\_\_  
(Corporation Name) (Document #)

3. \_\_\_\_\_  
(Corporation Name) (Document #)

4. \_\_\_\_\_  
(Corporation Name) (Document #)

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☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

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<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials

**ARTICLES OF INCORPORATION**

**OF**

**XELA ENTERTAINMENT GROUP, INC.**

FILED  
02 NOV 22 PM 12:36  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

**ARTICLE I**

The name of this corporation shall be:

XELA ENTERTAINMENT GROUP, INC.

**ARTICLE II**

The principal place of business and mailing address of this corporation shall be: 641 S.W. 99th. Avenue, Pembroke Pines, Florida 33025.

**ARTICLE III**

The general nature of the business, and the objects and purposes proposed to be transacted and carried on, are to do any and all things hereinmentioned, as fully and to the same extent as natural persons might or could do, viz.:

To transact any business activity permitted by the laws of the State of Florida, without exception.

**ARTICLE IV**

The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be TEN THOUSAND [10,000] shares of ONE DOLLAR [\$1.00] par value each, which shares will all be Common Stock.

**ARTICLE V**

This corporation is to have perpetual existence.

**ARTICLE VI**

The name and address of the initial registered agent is ALEXANDER HARRIS, and his business address is 641 S.W. 99th. Avenue, Pembroke Pines, Florida 33025.

**ARTICLE VII**

The number of directors of this corporation shall be not less than one. The name(s) and address(es) of the initial director(s) of this corporation is/are:

**NAME**

**ADDRESS**

**ALEXANDER HARRIS**

641 S.W. 99th. Avenue  
Pembroke Pines, Florida 33025

  
INITIALS

## ARTICLE VIII

The name(s) and address(es) of the subscriber(s) to the Certificate of Incorporation is/are:

### NAME

### ADDRESS

ALEXANDER HARRIS

641 S.W. 99th. Avenue  
Pembroke Pines, Florida 33025

## ARTICLE IX

The corporation shall have the further right and power to:

Determine from time to time whether and to what extent and at what times and places and under what conditions and regulations the accounts and books of this corporation [other than the stock book] or any of them shall be open to inspection of stockholders; and no stockholder shall have any right of inspection of any account, book, or document of this corporation except as conferred by statute, unless authorized by a resolution of the stockholders or Board of Directors.

This corporation may, in its by-laws, confer powers upon its Board of Directors or Officers, in addition to the foregoing, and in addition to the powers authorized and expressly conferred by statute.

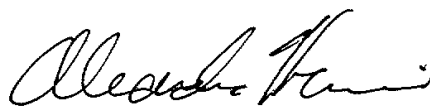
Both stockholders and directors shall have the power, if the by-laws so provide, to hold their respective meetings and to have one or more offices within or without the State of Florida, and to keep the books of this corporation [subject to the provisions of the statutes] outside the State of Florida, at such places as may from time to time be designated by the Board of Directors.

The corporation reserves the right to amend, alter, change or repeal any provision contained in this document, in the manner or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are granted subject to this reservation.

## ARTICLE X

At the election of the officers of this corporation, this corporation may be qualified as a Sub-chapter S corporation, pursuant to the Laws of the United States of America and the Internal Revenue Service. This provision shall be applicable only if the business in which the corporation engages qualifies for such tax treatment under the aforesaid Laws.

IN WITNESS WHEREOF, I, the undersigned, being the original subscriber to the capital stock hereinabove-named for the purpose of forming a corporation for profit to do business both within and without the State of Florida, do hereby make, subscribe, acknowledge and file this document, hereby declaring and certifying that the facts herein-stated are true, and accordingly have hereunto set my hand and seal this 12th. day of November, 2002.




ALEXANDER HARRIS

L.S.

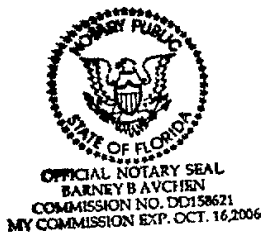
STATE OF FLORIDA                    ]  
  SS:  
COUNTY OF MIAMI-DADE        ]

The foregoing instrument was acknowledged before me this 12th. day of November, 2002, by  
ALEXANDER HARRIS.

- [ ] He/She/They is/are personally known to me.  
[x] He/She/They produced his/her/their U.S. Passport as identification.

  
\_\_\_\_\_  
Notary Public, State of Florida

\_\_\_\_\_  
BARNEY B. AVCHEN  
PRINTED NAME OF NOTARY PUBLIC



*AH*

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

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

That **XELA ENTERTAINMENT GROUP, INC.**, desiring to organize under the Laws of  
the State of Florida, with its principal office, as indicated in the Articles of Incorporation, in Pembroke  
Pines, County of Broward, and State of Florida, has named **ALEXANDER HARRIS**, whose  
business address is 641 S.W. 99th. Terrace, Pembroke Pines, Florida 33025, as its agent to accept  
service of process within this State.

**ACKNOWLEDGMENT:**

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 relative to the proper and complete performance of my duties, and I am familiar with and  
accept the obligation to my position as registered agent.



**ALEXANDER HARRIS**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA