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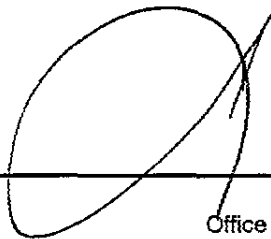
☐ MAIL

(Business Entity Name)

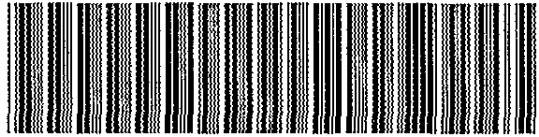
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ALLEN, LANG, CUROTTO & PEED, P.A.

ATTORNEYS AT LAW

14 EAST WASHINGTON STREET, SUITE 600
ORLANDO, FLORIDA 32801-2156

POST OFFICE BOX 3628
ORLANDO, FLORIDA 32802-3628

TELEPHONE (407) 422-8250
FAX (407) 422-8262

November 15, 2002

Department of State
Division of Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

Re: Tricolor Entertainment, Inc.

To Whom It May Concern:

Enclosed please find the Articles of Incorporation for Tricolor Entertainment, Inc. Also enclosed is our check in the amount of \$78.75 representing, \$35.00 for filing, \$35.00 for Register Agent Designation and \$8.75 for a certified copy. I have enclosed a self-addressed stamped envelope for your convenience.

Thank you for your cooperation in this matter. Should you have any questions, please do not hesitate to call me.

Sincerely,



Suzann M. Bain

Enclosures

ARTICLES OF INCORPORATION
OF
TRICOLOR ENTERTAINMENT, INC.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, acting as Incorporator, desiring to form a corporation for profit pursuant to the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation.

ARTICLE I
NAME

The name of this corporation is TRICOLOR ENTERTAINMENT, INC.

ARTICLE II
DURATION

This corporation shall begin its corporate existence as of the filing of these Articles of Incorporation and shall exist perpetually unless dissolved by operation of law.

ARTICLE III
GENERAL PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business authorized and not prohibited by the Florida Business Corporation Act, as the same may be from time to time amended.

ARTICLE IV
CAPITAL STOCK

This corporation is authorized to issue one thousand (1,000) shares of capital stock, which shall be designated Common Shares with ONE AND NO/100 DOLLAR (\$1.00) par value. The directors of the corporation are authorized and empowered to issue the capital stock of the corporation as they in their discretion shall determine.

ARTICLE V
NO PREEMPTIVE RIGHTS

The preemptive right to purchase additional shares or any other securities of this corporation is expressly denied to all shareholders of all classes.

ARTICLE VI
PRINCIPAL OFFICE, INITIAL REGISTERED OFFICE AND AGENT

The street address of the principal office and initial registered office of the corporation is 2005 Tree Fork Lane, #113, Longwood, Florida 32750 and the name of the initial registered agent of this corporation at that address is Michael Gibilisco.

ARTICLE VII
INITIAL BOARD OF DIRECTORS

- A. This corporation shall have two (2) directors initially.
- B. The number of directors of this corporation may be increased or decreased from time to time pursuant to By-Laws adopted by the shareholders, but shall never be less than one (1).
- C. The name and address of the initial members of the Board of Directors who shall hold office until their successor is duly elected and has qualified is:

Michael Gibilisco
13832 Vista Del Lago
Clemont, Florida 34711

Adrian-Joseph O'Toole
6440 Metrowest Blvd., #427
Orlando, Florida 32835

ARTICLE VIII
INCORPORATOR

The names and addresses of the Incorporators of this corporation are:

Michael Gibilisco
13832 Vista Del Lago
Clemont, Florida 34711

Adrian-Joseph O'Toole
6440 Metrowest Blvd., #427
Orlando, Florida 32835

ARTICLE IX
BY-LAWS

The power to adopt, alter or repeal by-laws shall be vested in the Board of Directors.

ARTICLE X

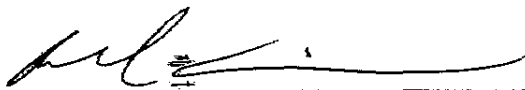
INDEMNIFICATION

This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by the Florida Business Corporation Act.

ARTICLE XI
AMENDMENTS

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the shareholder is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles at Orlando, Florida, this 15 day of March, 2002.



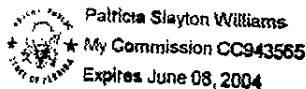
Michael Gibilisco

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 15 day of March, 2002, by MICHAEL GIBILISCO, who is personally known to me or who produced a Florida driver's license as identification.

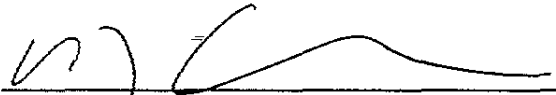


NOTARY PUBLIC




Print Name _____
My Commission Expires: _____
Commission Number: _____

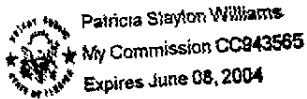
IN WITNESS WHEREOF, the undersigned has executed these Articles at Orlando, Florida, this 15 day of March, 2002.


Adrian-Joseph O'Toole

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 15 day of December 2002, by ADRIAN-JOSEPH O'TOOLE, who is personally known to me or who produced a Florida driver's license as identification.


NOTARY PUBLIC

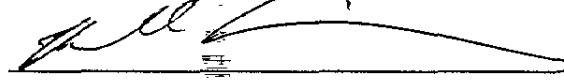


Print Name _____
My Commission Expires: _____
Commission Number: _____

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent for the above stated corporation at the place designated in the Articles of Incorporation, I hereby agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

REGISTERED AGENT:


Michael Giblisco

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TALLAHASSEE FLORIDA