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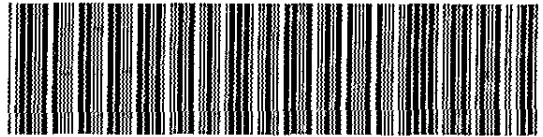
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STOK & ASSOCIATES, P. A.

ATTORNEYS AT LAW

ANDREW S. FEUERSTEIN
JILL K. PRICE
ROBERT A. STOK

TURNBERRY PLAZA, SUITE 304
2875 NORTHEAST 191 STREET
AVENTURA, FLORIDA 33180
TELEPHONE: (305) 935-4440
FACSIMILE: (305) 935-4470
EMAIL: SUPPORT@STOKLAW.COM

February 20, 2003

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

Re: Articles of Incorporation of Battle Productions Inc.

Dear Sir:

Enclosed is original and one copy of Articles of Incorporation together with a check for \$78.75 for filing fee and a certified copy. Also enclosed is a self-addressed stamped envelope for same.

Thank you for your cooperation in this matter.

Very truly yours,


ROBERT A. STOK
For the Firm

RAS/baw
Enclosures

Barbara GAVE
AUTHORIZATION BY PHONE TO
CORRECT effective date
DATE 2-25-03
DOC. EXAM 162

EFFECTIVE DATE
2-18-2003

ARTICLES OF INCORPORATION
OF
BATTLE PRODUCTIONS INC.

FILED
03 FEB 24 PM 2:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, John Battaglia, the undersigned incorporator of this corporation, do hereby form this corporation and adopt the following Articles of Incorporation.

ARTICLE I

NAME

The name of this corporation is **BATTLE PRODUCTIONS INC.**

ARTICLE II

PURPOSE AND NATURE OF BUSINESS

The purpose of this corporation and general nature of the business to be conducted is to do any business, activity, or endeavor which is lawful in the State of Florida.

ARTICLE III

DURATION OF CORPORATION

This corporation is to have perpetual existence commencing on the date of execution and acknowledgment of these Articles of Incorporation.

ARTICLE IV

CAPITAL STOCK

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is two hundred (200) shares of \$1.00 par value stock.

ARTICLE V

INITIAL CAPITAL CONTRIBUTION

The amount of capital with which this corporation shall begin business shall not be less than Two Hundred (\$200.00) and 00/100 Dollars.

ARTICLE VI

SUBSCRIBERS

The name and address of each subscriber of these Articles of Incorporation and the number of shares each has elected to take are as follows:

<u>SUBSCRIBER</u>	<u>ADDRESS</u>	<u>NO. OF SHARES</u>
Steve Battaglia	5003 S.W. 35 th Way, Hollywood, FL 33312	92
John Battaglia	5003 S.W. 35 th Way, Hollywood, FL 33312	65
Peter Buffa	20105 N.E. 39 th Place, Aventura, FL 33180	30
Ed Hernando	7350 S.W. 47 th Court, Miami, FL 33143	13

ARTICLE VII

DIRECTORS

The initial number of directors of this corporation shall be three (3). The number of directors may either be increased or decreased from time to time by vote of the stockholders in conformity with the By-Laws of the corporation, but shall never be less than one (1).

ARTICLE VIII

INITIAL BOARD OF DIRECTORS

The name and address of the members of the initial Board of Directors who, subject to the provisions of the Certificate of Incorporation, the By-Laws and the Corporation Laws of the State of Florida, shall hold office for the first year of the corporation's existence or until their successors are elected and qualified, are:

<u>NAME</u>		<u>ADDRESS</u>
Steve Battaglia	Vice President	5003 S.W. 35 th Way, Hollywood, FL 33312
John Battaglia	President	5003 S.W. 35 th Way, Hollywood, FL 33312
Peter Buffa	Secretary	20105 N.E. 39 th Place, Aventura, FL 33180

ARTICLE IX

VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE X

PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rate share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE XI

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal office of this corporation is 5003 S.W. 35th Way, Hollywood, FL 33312 and the name of the initial Registered Agent of this corporation is Robert A. Stok, Esquire whose address is 2875 Northeast 191st Street, Suite 304, Aventura, Florida 33180.

ARTICLE XII

INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XIII

ADDITIONAL RIGHTS AND POWERS

The corporation shall have the further right and power to:

A. From time to time determine 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 inspecting 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.

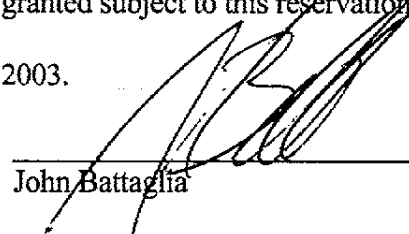
B. The corporation may, in its By-Laws, confer powers upon its Board of Directors or officers, in addition to the foregoing and in addition to the powers authorized and expressly conferred by statute.

C. The stockholders and directors shall have 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 of the State of Florida) outside the State of Florida, at such places as may from time to time be designated by the Board of Directors.

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

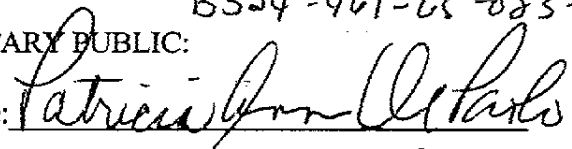
DATED this 18th day of FEBRUARY, 2003.


John Battaglia

JERSEY
STATE OF NEW ~~YORK~~)
COUNTY OF Hudson) SS

The foregoing instrument was acknowledged before me this 18th day of FEBRUARY, 2003, by John Battaglia, who personally appeared before me at the time of notarization, and who are personally known to me or produced identification in the form of FL. License and who did take an oath. B324-461-65-023-0

NOTARY PUBLIC:

Signature: 

Print Name: Patricia Ann DePaolo

State of New York at Large (Seal)

My Commission Expires:

New Jersey



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

IN COMPLIANCE WITH Section 48.091, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED:

FIRST, that John Battaglia desires to organize or qualify under the laws of the State of Florida with its principal place of business in the State of Florida, have named, as its agent Robert A. Stok, Esquire whose address is 2875 Northeast 191 Street, Suite 304, Aventura, Florida 33180 to accept service of process within Florida.

Signature: _____

John Battaglia

DATED this 18th day of February, 2003.

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Signature: _____

ROBERT A. STOK, ESQ., Registered Agent

DATED this 18th day of February, 2003.

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