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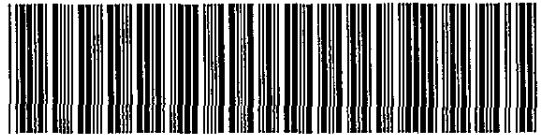
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LAZARUS CORPORATE FILING SERVICE

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

1. SPEAR STUDIO, INC.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

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NEW FILINGS	
<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

ASTRID M. BISMARCK, P.A.

Law Offices

201 Alhambra Circle
Suite 502
Coral Gables, Florida 33134

Telephone (305) 442-2558

Facsimile (305) 442-8882

FOR PICKUP BY LAZARUS

March 17, 2003

Lazarus Corporate Industries
890 S.W. 87 Avenue
Suite 16
Miami, Florida 33174

Re: Articles of Incorporation for Spear Studio, Inc.

Dear Sir/Madam:

Enclosed please find two checks for the above referenced matter, one payable to Lazarus in the amount of \$78.00, and the other payable to the Secretary of State in the amount of \$78.75 for filing of the Articles of Incorporation. The originals and two copies of the Articles are also enclosed.

Thank you for your assistance.

Sincerely yours,



ASTRID M. BISMARCK, ESQUIRE

cc: Alison Spear
enclosures

**ARTICLES OF INCORPORATION
OF
SPEAR STUDIO, INC.**

The undersigned incorporator hereby adopts these Articles of Incorporation for the formation of a corporation under the Florida General Corporation Act.

ARTICLE I - NAME.

The name of this corporation is **SPEAR STUDIO, INC.**

ARTICLE II - DURATION.

The duration of the corporation shall be perpetual.

ARTICLE III - INCORPORATION.

The existence of the corporation shall commence as of the time of the filing of these Articles of Incorporation with the Secretary of the State of Florida.

ARTICLE IV - PURPOSES.

The general purpose for which the corporation is initially organized is to engage in such lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE V - AMENDMENT.

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provision of the Florida General Corporation Act.

ARTICLE VI - AUTHORIZED SHARES.

The aggregated number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000 shares of common stock, par value of \$1.00 per share.

**ARTICLE VII - INDEMNIFICATION OF DIRECTORS, OFFICERS AND OTHER
AUTHORIZED REPRESENTATIVES.**

Section 1. Indemnification in Accordance with Bylaws.

The corporation shall indemnify its officers, Directors, employees and agents against liabilities, damages, settlements and expenses (including attorney's fees) incurred in connection with the corporation's affairs, and shall advance such expenses to any such officers, directors, employees and agents, to the full extent permitted by law, and as more particularly set forth in

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the corporation's bylaws. Such indemnification provision of the corporation's bylaws may be enacted and modified from time to time by resolution of the corporation's Board of Directors.

Section 2. Effect of Modification.

Any repeal or modification of any provision of this Article by the shareholders of the Corporation shall not adversely affect any right to protection of a Director, officer, employee or agent of the corporation existing at the time of the such repeal or modification.

Section 3. Liability Insurance.

The corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee or agent of the corporation or is or was serving at the request of the corporation as a Director, officer, employee or agent to another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the corporation would have the power to indemnify him against liability under the provision of this Article.

Section 4. No Rights of Subrogation.

Indemnification hereunder and under the Bylaws shall be a personal right and the corporation shall have no liability under this Article to any insurer or any person, corporation, partnership, association, trust or other entity (other than heirs, executors or administrators of such person) by reason of subrogation, assignment or succession by any other means to the claim of any person to indemnification hereunder or under the corporation's bylaws.

ARTICLE VIII - REGISTERED OFFICE AND AGENT.

The initial street address of the registered office of this corporation in the State of Florida is 180 N.E. 39th Street, Suite 222, Miami, Florida 33137.

The name of the initial registered agent is ALISON SPEAR, at 180 N.E. 39th Street, Suite 222, Miami, Florida 33137.

ARTICLE IX - INITIAL BOARD OF DIRECTORS.

There shall be one director initially. The number of directors may either increase or diminish from time to time by the bylaws but shall never be less than one. The name and address of the Officer is:

1. ALISON SPEAR
 180 N.E. 39th Street, Suite 222
 Miami, Florida 33137

ARTICLE X - INCORPORATOR.

The name and street address of the incorporator is:

ALISON SPEAR
180 N.E. 39th Street, Suite 222, Miami, Florida 33137

ARTICLE XI - MAILING ADDRESS.

The initial mailing address of the corporation shall be:

180 N.E. 39TH STREET, SUITE 222, MIAMI, FLORIDA 33137

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 14 day of March, 2003.

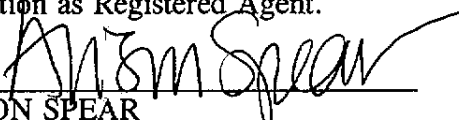

ALISON SPEAR, Incorporator

CERTIFICATE OF DESIGNATION FOR REGISTERED AGENT AND OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida, submits the following statement in designating the Registered Office/Registered Agent, in the State of Florida:

1. The name of the corporation is STUDIO SPEAR, INC.
2. The name and address of the registered agent and office is ALISON SPEAR, 180 N.E. 39TH STREET, SUITE 222, MIAMI, FLORIDA 33137.

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 I am familiar with and accept the obligations of my position as Registered Agent.


ALISON SPEAR
14 March 03
Date

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03 MAR 18 AM 9:59
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