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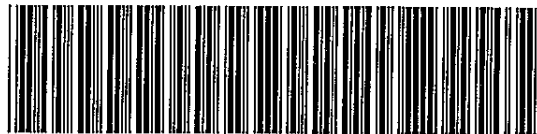
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John Daniel Nyce  
Attorney and Counselor At Law

Mailing:  
P.O. Box 11071  
Ft. Lauderdale, Fl. 33339-1071

Telephone-954-567-3305  
(Fax-954-567-9310) (Cell for urgent matters-please call)

Office address:  
1461 N.E. 28 Place  
Ft. Lauderdale, Florida 33334

FAX TRANSMITTAL

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To: Sec. St.

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Re: otherword

SECRETARY OF STATE  
DIV OF CORPORATIONS  
PO BOX 6327  
Tallahassee, FL 32314  
Tel- 800-488-9000

Please return to the above PO BOX.

*[Handwritten signature]*

Thank you,

Respectfully,

*[Handwritten signature]*  
John Daniel Nyce  
JDN/dn

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# ARTICLES OF INCORPORATION

**Otherworld Audio/Video, Inc.**

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SECRETARY OF STA  
TALLAHASSEE, FLOR

*THE UNDERSIGNED* persons, do hereby associate themselves together for the purposes of becoming a corporation under the laws of the State of Florida, by and under the provisions of the statutes of said state which regulate the formation and operation of corporations for profit.

## ARTICLE I

### NAME:

The name of the corporation shall be the **Otherworld Audio/Video, Inc.**

## ARTICLE II

### DURATION:

This corporation shall have perpetual existence commencing on the date of filing of these Articles of Incorporation, in the office of the Secretary of State for the State of Florida.

## ARTICLE III

### NATURE:

The general nature of the business to be transacted by this corporation shall be as follows:

Specific: Audio and Video recording and production.

General: To transact any and all lawful business for which corporations may be incorporated and utilized under the laws of the State of Florida. To do all acts and things convenient or expedient to carry out the purposes for which this corporation was formed. To purchase, subscribe for or otherwise acquire and own, hold, use, sell, assign, transfer, import, export, mortgage, pledge, exchange or otherwise dispose of real property and personal property of every kind, nature and description.

#### ARTICLE IV

##### CAPITAL STOCK

The amount of paid in capital with which this corporation shall begin business shall not be less than Five Hundred (\$500.00) Dollars, to be paid either in cash, merchandise, real estate, machinery or services as may be determined by the Board of Directors. The maximum shares of stock that this corporation is authorized to have at any time is Ten Thousand **(10,000.00)** shares of common stock having a par value of Five **(\$5.00)** Dollars per share with voting power of one vote for each share of stock at all meetings of the stockholders.

#### ARTICLE V

##### RIGHTS UPON DISSOLUTION OR LIQUIDATION

In the event of any voluntary or involuntary liquidation, dissolution or winding down of the corporation, the assets of this corporation shall be payable to and distributed among the holders of record of the common stock.

#### ARTICLE VI

##### VOTING RIGHTS

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

#### ARTICLE VII

##### INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation and the name of the registered agent of same, shall be:

Office address;                    260 S.W. 18 Court  
Pompano Beach, Florida 33060

Registered agent;                Bruce A. Parsons

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ARTICLE VIII

INCORPORATORS:

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

Bruce A. Parsons  
260 S.W. 18 Court  
Pompano Beach, Florida 33060

ARTICLE IX

OFFICERS:

The business of this corporation shall be conducted by a president and a secretary and by a board of directors. Any of the said offices may be held by one and the same person. Any one of the directors may hold one of the offices listed therein. Until the first meeting of the shareholders, electing and qualifying new officers, the business of this corporation shall be transacted by the following named officers, together with the after named Board of Directors, to wit:

President:                **Bruce A. parsons**

Vice President and  
Secretary:            **Vincent E. Wasilewski, Jr.**

ARTICLE X

INITIAL BOARD OF DIRECTORS:

This corporation shall have **-2-** director(s) initially. The number of directors may be either increased or decreased from time to time by the By-laws, but never less than one (1). The names and addresses of the first board of directors, who are subject to the provisions of these Articles of Incorporation, By-laws and laws of the State of Florida, and who shall hold office for the first year of the corporations existence or until his or successor is duly elected and qualified, are:

Director     Bruce A. parsons

Address     260 S.W. 18 Court  
Pompano Beach, Florida 33060

Director     Vincent E. Wasilewski, Jr.

Address     6360 Harding Street  
Hollywood, Florida 33024

#### ARTICLE XI

##### PROVISIONS FOR REGULATION OF BUSINESS AND CONDUCT OF AFFAIRS:

Changes in capital stock: In respect to the capital stock of this corporation, as provided for in previous Article or Articles, no further classes of stock shall be created and no additional stock shall be authorized, except upon unanimous vote or unanimous written consent of all of the subscribers of this corporation.

Pre-emptive Rights: The holders of the common stock of this corporation, shall have the right to purchase at such time and upon such terms and conditions as shall be fixed by the Board of Directors, such of the shares of the common stock of the corporation, as may be authorized from time to time, in addition to the 10,000 shares of common stock authorized in these Articles of Incorporation. Such pre-emptive rights shall be exercised in the ratio which the number of shares held by each stockholder bears to the total number of shares outstanding.

Restrictions of Transfer of Stock: The corporation may in its By-laws or the shareholders may by unanimous agreement, impose restrictions on the transfer of shares of this corporation, and such restrictions may include the right of this corporation to purchase the stock from the estate of a deceased stockholder, provided however, that such restrictions or provisions in the By-laws to be effective shall require the approval of all stockholders at the time of adoption, and further, clear reference to any such restriction or provision shall be typed or printed on each certificate of stock issued by this corporation.

Specific Powers of the Board of Directors: In addition to any powers conferred upon the board of directors elsewhere in these Articles, the By-laws and the laws of the State of Florida, the board of directors is expressly authorized and empowered;

- A. To conduct itself as a small business corporation as defined in Section 1244(c)(2) of the Internal Revenue Code of 1954. It is authorized to, and shall adopt immediately, upon the filing of these Articles, a resolution adopting a plan to issue Section 1244 stock as defined in the Internal Revenue Code and Treasury Regulations thereunder.
- B. To offer and sell shares of common stock of the corporation in such a manner that qualified shareholders may receive the benefits of Section 1244 of the Internal Revenue Code of the United States as it now exists.

The Validity of Actions by the Directors and Shareholders: Any resolution of the board of directors, shall be effective and valid when reduced to writing and signed by all of the directors. A resolution of the board of directors or by all of the stockholders, is valid as though the meeting of the directors or stockholders had been held, proper notice as required by law given and the resolution was duly adopted.

Actions by Directors Without a Meeting: The directors of this corporation, may take action by written consent, without a meeting as provided by the laws of Florida.

Officer and Director Indemnification: This corporation shall indemnify any officer or director or any former officer or director to the full extent permitted by law.

By-laws: The power to adopt, alter, amend or repeal the By-laws of this corporation shall be vested in the board of directors.

Director Compensation: The shareholders of this corporation shall fix and have the authority to fix compensation of directors of this corporation.

Management of this Corporation: All corporate powers shall be exercised by or under the authority of the board of directors of this corporation, and the business affairs of this corporation shall be managed by a president and secretary under the direction of the board of directors.


Transactions by Officers and Directors: In the absence of fraud, no contract or other transaction between this corporation and any other person, firm, association or corporation, shall be wholly or partially invalidated or otherwise affected by the fact that one or more directors of this corporation are, or become directors or officers of such firm, association, or are financially or otherwise interested in such conduct or transaction. This provided however, that said fact of membership or interest shall be known or fully disclosed to a majority of the board of directors of this corporation throughout the duration of such conduct or transaction. Further, such director of this corporation may be counted in determining the existence of a quorum at any meeting at which said contract or transaction shall be authorized or considered, and such director shall have full power to vote on the contract or transaction which shall be authorized or considered.



ARTICLE XII

Amendments: These articles of incorporation may be amended from time to time in the manner provided by law. Every amendment shall be approved by the board of directors proposed by them to the stockholders and approved at a stockholders meeting by a majority of the stock entitled to vote thereon, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation may be made.

THE UNDERSIGNED, being the original subscribers and incorporator's of this corporation, do hereby certify that the following constitutes the proposed Articles of Incorporation of the corporation named herein, and we hereby declare and certify that the foregoing facts are true and correct.

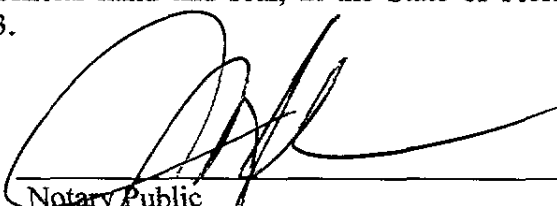
  
\_\_\_\_\_  
Incorporator                      Bruce A. parsons

State of Florida  
County of Broward        SS;

Before me, a notary public, authorized to take acknowledgements in the County and State set forth above, personally appeared Bruce A. Parsons, who is personally well known to me, or who has produced said person's drivers license as identification and said person acknowledged before me, that he/she executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have affixed my official hand and seal, in the State of Florida, and County last aforesaid, this 26<sup>th</sup> day of March 2003.

My commission expires:

  
\_\_\_\_\_  
Notary Public

