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DIVISION OF CORPORATIONS

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Account Name : SMALL BUSINESS LEGAL CENTER, P.A.
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TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

X-Reel Productions, Inc.

Certificate of Status	0
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SECRET STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
X-REEL PRODUCTIONS, INC.**

The undersigned, acting as the sole incorporator, desiring to form a corporation for profit pursuant to the Florida Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I - NAME OF CORPORATION

The name of the corporation shall be **X-REEL PRODUCTIONS, INC.**

ARTICLE II - TERM OF EXISTENCE

The corporation shall begin its corporate existence as of the filing of these Articles of Incorporation and shall exist perpetually.

ARTICLE III - GENERAL PURPOSES

The general purposes for which the corporation is organized shall be to manufacture, construct, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, and deal in and with products, goods, wares, merchandise, real and personal property and services of every kind, class, and description. It is intended that the corporation is organized for and may conduct and transact 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

The maximum number of shares of capital stock that the corporation is authorized to issue and have outstanding is One Thousand (1,000), which shall be designated Common Shares with a par value of one cent (0.01¢) per share.

**ARTICLE V - INITIAL REGISTERED OFFICE
AND REGISTERED AGENT**

The initial street address of the registered office of the corporation in the State of Florida is 425 West Colonial Drive, Suite 206, Orlando, Florida 32804. The Board of Directors may from time to time move the registered office to any other address in the State of Florida. The name of the initial registered agent of the corporation is Aristides J. Diaz. The Board of Directors may from time to time designate a new registered agent.

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ARTICLE VI - INCORPORATOR

The name and street address of the incorporator of the corporation are:

<u>Name</u>	<u>Address</u>
Aristides J. Diaz	425 West Colonial Drive Suite 206 Orlando, Florida 32804

ARTICLE VII - BOARD OF DIRECTORS

The corporation shall initially have a Board of Directors consisting of one (1) person. The number of Directors may be increased from time to time by a resolution of a majority of the shareholders of the corporation but shall never be less than one (1).

The name and address of the initial Director of this corporation is:

<u>Name</u>	<u>Address</u>
Richard Rosales	P.O. Box 1657 Frederick, MD 21702

ARTICLE IX - BY-LAWS

The power to adopt, amend, or repeal By-Laws for the management of the corporation shall be vested solely in the shareholders of the corporation.

ARTICLE X - PRINCIPAL OFFICE

The principal office of the corporation in the State of Florida is 2145 Dill Drive, Orlando, Florida 32837.

ARTICLE XI - AMENDMENT TO ARTICLES

These Articles of Incorporation may be amended in any manner permitted by law.

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ARTICLE XII - INDEMNIFICATION

The corporation shall indemnify its directors, officers, employees, and agents to the full extent permitted by the Florida Business Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation at Orlando, Florida, this 3 day of July, 2003.

Aristides J. Diaz, Incorporator

ACCEPTANCE BY REGISTERED AGENT

The undersigned, **ARISTIDES J. DIAZ**, as registered agent appointed in accordance with the foregoing Articles of Incorporation, does hereby accept such appointment, and does hereby state that it is familiar with, and accepts, the obligations imposed pursuant to §607.0501 and §607.0505 of the Florida Business Corporation Act.

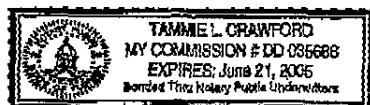
By: _____

ARISTIDES J. DIAZ

ACKNOWLEDGMENT

STATE OF FLORIDA }
 } SS:
COUNTY OF ORANGE }

The foregoing instrument was acknowledged before me this 3 day of July, 2003, by **Aristides J. Diaz**, as Registered Agent, who is personally known to me.



NOTARY PUBLIC

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