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EXPRESS

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Division of Corporations

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Florida Department of State
Division of Corporations
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FLORIDA PROFIT CORPORATION OR P.A.

G! PRODUCTIONS INC.

Certificate of Status	0
Certified Copy	1
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA**ARTICLES OF INCORPORATION
OF****GI Productions Inc.**

The undersigned, for the purpose of forming a corporation for profit under the laws of the State of Florida, hereby adopts the following Articles of Incorporation.

Article I**NAME**

The name of the corporation is **GI Productions Inc.**
and the principle address shall be
7133 BAY DRIVE, SUITE 604, MIAMI BEACH, FLORIDA 33141

Article II**DURATION**

The Corporation shall exist perpetually. Corporate existence shall commence upon filing by the Department of State.

Article III**NATURE OF BUSINESS**

The Corporation may engage in any activity or business permitted under the laws of the United States and under the Laws of the State of Florida.

Article IV**CAPITAL STOCK**

1.- **Authorized Capital.** The maximum number of shares of stock which this Corporation is authorized to have outstanding at any one time is **ONE HUNDRED THOUSAND (100,000)** shares of stock with one cent(.001) par value. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

2.- **Preemptive Rights:** Shareholders shall have no preemptive rights.

3.- **Cumulative voting:** Cumulative voting shall not be permitted.

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Article V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is:
7133 BAY DRIVE, SUITE 604, MIAMI BEACH, FLORIDA 33141
and the name of the initial registered agent of this corporation at that address is
GLORIA LEMMEY

ARTICLE VI

DIRECTOR

1.- **Number:** This corporation shall have one (1) Director initially. The number of directors may be increased from time to time by the by-laws, but shall never be less than one (1).

2.- **Initial Director:** The name and address of the Director(s) of the corporation are:

Name	Address
GLORIA LEMMEY President	7133 BAY DRIVE, SUITE 604 MIAMI BEACH, FLORIDA 33141

3.- **Compensation:** The Board of Directors is hereby specifically authorized to make provisions for reasonable compensation to its members for their services as Directors and to fix the basis and conditions upon which such compensation shall be paid. Any Director of the corporation may also serve the corporation in any other capacity and receive compensation for such services.

4.- **Indemnification:** The Board of Directors is hereby specifically authorized to make provisions for indemnification of Directors, officers, employees and agents to the full extent permitted by law.

ARTICLE VII

BYLAWS

The initial by-laws of this corporation shall be adopted by the directors. By-laws shall be adopted, altered, amended or repealed from time to time by either the Shareholders or the Board of Directors, but The Board of Directors shall not alter, amend or repeal any by-law adopted by the Shareholders if the Shareholders specifically provide that such by-law is not subject to amendment or repeal by the director(s).

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Article VIII

INCORPORATOR

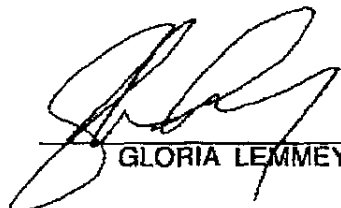
GLORIA LEMMEY
7133 BAY DRIVE, SUITE 604
MIAMI BEACH, FLORIDA 33141

Article IX

AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation and any right conferred upon the shareholders is subject this reservation.

IN WITNESS WHEREOF, The incorporator has executed these articles this 24th day of May 2003.



GLORIA LEMMEY

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT / REGISTERED OFFICE**

Pursuant to the provisions of section 607.05501 or 617.0501, 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: G! Productions Inc.
- 2.- The name and address of the registered agent and office is:
Gloria Lemmey
7133 Bay Drive, Suite 604
Miami Beach, Florida, 33141

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HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICES 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 AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE

GLORIA LEMMEY
~~123-234-5678~~

July 14, 2003