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**FLORIDA PROFIT CORPORATION OR P.A.**  
**BLUE DOLPHIN FILMS, INC.**

Certificate of Status	1
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**

**OF**

**BLUE DOLPHIN FILMS, INC.**

The undersigned, acting as the Incorporator of Blue Dolphin Films, Inc., a Florida corporation (the "Corporation"), pursuant to Chapter 607 of the Florida Statutes, hereby forms a corporation for profit under the laws of the State of Florida and adopts the following Articles of Incorporation for the Corporation:

**ARTICLE I - NAME**

The name of the Corporation is Blue Dolphin Films, Inc. The mailing address of the Corporation shall be 301 East Pine Street, Suite 1400, Orlando, Florida 32801.

**ARTICLE II - CORPORATE EXISTENCE**

The Corporation will exist commencing on the date of filing these Articles of Incorporation with the Florida Department of State.

**ARTICLE III - DURATION**

The Corporation shall exist perpetually.

**ARTICLE IV - PURPOSE**

The Corporation is organized for the purpose of transacting any or all lawful businesses for which corporations may be incorporated under Chapter 607, Florida Statutes.

**ARTICLE V - CAPITAL STOCK**

The maximum number of shares of capital stock that the Corporation is authorized to issue and have outstanding at any one time is one thousand (1,000) shares of common stock having a par value of One Cent (\$0.01) per share.

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

The street address of the initial registered office of the Corporation shall be:

301 E. Pine Street, Suite 1400  
Orlando, Florida 32801

The name of the initial registered agent of the Corporation at that address shall be:

Kurtis T. Bauerle, Esquire

**ARTICLE VII - INITIAL BOARD OF DIRECTORS**

A. The Corporation shall have two (2) directors initially. The number of directors may be either increased or decreased from time to time in accordance with the Bylaws, but shall never be less than one.

B. The name and addresses of the initial directors of the Corporation is as follows:

<u>Name</u>	<u>Street Address</u>
Kurtis T. Bauerle, Esquire	301 East Pine Street Suite 1400 Orlando, Florida 32801
M. Brett Jaffee	1057 Maitland Center Commons Blvd. Suite 200 Maitland, Florida 32751

**ARTICLE VIII - INCORPORATOR**

The name and address of the person signing these Articles is:

<u>Name</u>	<u>Address</u>
Kurtis T. Bauerle, Esquire	301 East Pine Street Suite 1400 Orlando, Florida 32801

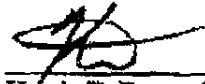
**ARTICLE IX - BYLAWS**

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the shareholders.

**ARTICLE X - AMENDMENT**

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 12<sup>th</sup> day of August, 2003.




Kurtis T. Bauerele, Esquire, Incorporator

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**CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT**  
**BLUE DOLPHIN FILMS, INC.**

The undersigned, having been named as registered agent for the above named Corporation, at the place designated in the foregoing Articles of Incorporation, hereby accepts such designation and agrees to act in such capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent. I am familiar with, and accept the duties and obligations of, Section 607.0505 of the Florida Statutes.

  
Kurtis T. Baucle, Esquire