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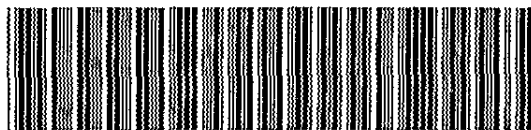
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ADMITTED IN BRAZIL ONLY

September 23, 2003

Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

RE: *Smiling Gator Productions, Inc.*

To Whom it May Concern:

Enclosed please find the original and one copy of the Articles of Incorporation for the above-referenced company. Please have the original Articles filed on the same day you receive them, if possible. I have enclosed our firm's check in the amount of \$78.75.

Please forward the certified copy of the Articles to us by regular mail.

Please do not hesitate to contact me if you have any questions and thank you for your assistance in this regard.

Sincerely,


G. Steven Brown

GSB/cb
Enclosures

ARTICLES OF INCORPORATION
OF
SMILING GATOR PRODUCTIONS, INC.

FILED
SECRETARY OF FLORIDA
TALLAHASSEE, FL
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The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following Articles of Incorporation:

Article 1. Name. The name of the Corporation is: SMILING GATOR PRODUCTIONS, INC. The principal office address of the Corporation is 2357 Buckingham Run Court, Orlando, Florida 32828. The mailing address of the Corporation is 200 E. Robinson Street, Suite 500, Orlando, Florida 32801.

Article 2. Duration. The duration of the Corporation is perpetual.

Article 3. Purpose. The general purposes for which the Corporation is organized are the following:

A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida Business Corporation Act. No other purpose limits this general purpose in any way.

B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

Article 4. Capital Stock. The aggregate number of shares which the Corporation shall have authority to issue is Ten Thousand (10,000) shares at a par value of One Cent (\$0.01) per share.

Article 5. Initial Registered Office and Agent. The street address of the initial Registered Office of the Corporation is 200 E. Robinson Street, Suite 500, Orlando, Florida 32801 and the name of the initial Registered Agent at that address is Hendry, Stoner, DeLancett & Brown, P.A.

Article 6. Initial Board of Directors. The number of Directors constituting the initial Board of Directors is one (1). The number of Directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than one. The name and address of the initial Director of the Corporation is as follows:

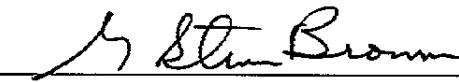
Warren Clausnitzer
2357 Buckingham Run Court
Orlando, Florida 32828

Article 7. Incorporators. The name and address of each Incorporator is as follows: G. Steven Brown, 200 East Robinson Street, Suite 500, Orlando, Florida 32801.

Article 8. Indemnification. The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by law.

Article 9. Bylaws. The power to adopt, alter, amend and repeal the Bylaws shall be vested in the Board of Directors, but all alterations, amendments and repeals of the Bylaws must be approved by a majority of the Shareholders.

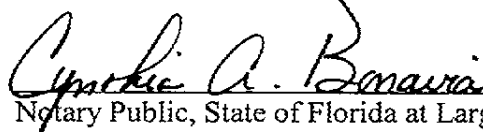
IN WITNESS WHEREOF, the undersigned have signed these Articles of Incorporation on this 22nd day of September, 2003.


G. Steven Brown

STATE OF FLORIDA)
COUNTY OF ORANGE)

Before me personally appeared G. STEVEN BROWN, to me well known and known to me to be the person described in and who executed the foregoing Articles of Incorporation and he acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 22nd day of September, 2003.


Notary Public, State of Florida at Large
Cynthia A Bonavia
My Commission DD118772
Expires April 22, 2008
Typed Name of Notary Public
Commission No.:

(NOTARY SEAL)

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of SMILING GATOR PRODUCTIONS, INC. which is contained in the foregoing Articles of Incorporation. I am familiar with and accept the obligations of Section 607.0505 F.S.

DATED this 22nd day of September, 2003.

HENDRY, STONER, DELANCETT & BROWN, P.A.

By: G. Steven Brown
G. Steven Brown

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