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DIVISION OF CORPORATIONS
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TALLAHASSEE, FLORIDA
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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. SPIRIT MEDIA WORKS, INC.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
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(Corporation Name) (Document #)

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NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials

**ARTICLES OF INCORPORATION
OF**

Spirit MediaWorks Inc.

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TALLAHASSEE, FLORIDA
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The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation.

ARTICLE I - CORPORATE NAME

The name of the corporation is Spirit MediaWorks Inc.

ARTICLE II - DURATION

This corporation shall exist perpetually. The Corporation existence shall commence as of filing of the Articles of Incorporation.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is organized to have outstanding one class of stock designated as common stock. The maximum number of shares of common stock which this corporation is authorized to have outstanding at any one time is 100 shares of common stock, having \$1 par value per share. Holders of common stock are entitled to vote on all questions required by law on the basis of one vote per share and there shall be no cumulative voting. Holders of common stock shall not have preemptive rights to subscribe to the corporation's securities.

**ARTICLE V-INITIAL REGISTERED OFFICE AND AGENT
AND PRINCIPAL OFFICE FOR BUSINESS**

The name and street address of the Initial Registered Agent of this Corporation is:

LeGrande Green
245 18th Street
Ste 1102
Miami Beach, Florida 33139-2044

The street address of the principal office of business of this corporation is:

245 18th Street
Ste 1102
Miami Beach, Florida 33139-2044

ARTICLE VI - INITIAL BOARD OF DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affair of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation.

The corporation shall have two (2) directors initially. The number of director may be either increased or decrease from time to time by the By-Laws. The name and address of the initial directors of the corporation are as follows:

LeGrande Green
245 18th Street
Ste 1102
Miami Beach, Florida 33139-2044

Brad Schock
245 18th Street
Ste 1102
Miami Beach, Florida 33139-2044

ARTICLE VII - OFFICERS

The name and address of the officer of the corporation who shall hold office for the first year of the corporation, or until its successor is elected or appointed is as follows:

LeGrande Green- President
245 18th Street
Ste 1102
Miami Beach, Florida 33139-2044

Brad Schock - Vice President

245 18th Street
Ste 1102
Miami Beach, Florida 33139-2044

ARTICLE VIII -BYLAWS

The power to adopt, alter, amend or repeal the bylaws shall be vested in the board of Directors and Shareholders.

ARTICLE IX -INDEMNIFICATION

The corporation shall indemnify to the full extent permitted by law, the incorporator, officers, directors, employee, or agent of the corporation, or any person who at the request of the corporation is or was serving as a director, officer, employee, or agent of another corporation partnership, joint venture, trust or other enterprise.

ARTICLE X- AMENDMENT

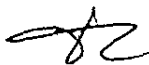
This corporation reserves the right to amend or repeal any prior provision contained in these Article of Incorporation or any amendment thereof.

ARTICLE X1 - INCORPORATORS

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

Lorna Owens Esq.
20 Island Ave.
Ste. 903
Miami Beach, Florida 33139

The undersigned has executed these Articles this 1th day of October 2003.



LORNA H. OWENS
"INCORPORATOR"

Having been named as registered agent and to accept service of process at the place designated in the

Article, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provision of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

Dated October 1, 2003


LeGrande Green

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