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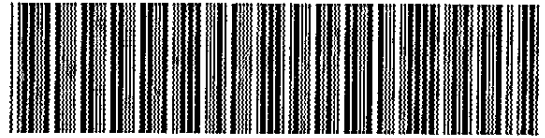
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CLERK OF STATE
TALLAHASSEE FLORIDA

JS 10/10/03

ACTION ENTERTAINMENT, INC.
11634 NW 23rd Court
Coral Springs, FL 33065
Tel: 954-345-9171

FILED

2003 OCT -7 PM 3: 55

SECRETARY OF STATE
TALLAHASSEE FLORIDA

September 2, 2003

Via U.S. Mail

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

RE: Incorporation of Action Entertainment, Inc.

Dear Sir/Madam:

Enclosed please find an original and one copy of our Articles of Incorporation for the above-mentioned corporation. Also enclosed please find our check no. 118 in the amount of \$78.75 to cover the cost of filing same. Please return a certified copy of the Articles in the enclosed self-addressed, postage paid envelope provided for your convenience.

If you have any questions, please do not hesitate to contact me.

Very truly yours,

KENRICK BROWN

KB
Enclosures

**ARTICLES OF INCORPORATION
OF
ACTION ENTERTAINMENT, INC.**

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TALLAHASSEE FLORIDA

THE UNDERSIGNED, for the purpose of forming a corporation for profit pursuant to Chapter 607, Florida Statutes, does hereby adopt the following Articles of Incorporation:

**ARTICLE I
NAME OF CORPORATION**

The name of this Corporation shall be:

ACTION ENTERTAINMENT, INC.

**ARTICLE II
GENERAL NATURE OF BUSINESS**

The general nature of the business to be transacted by this Corporation shall be to engage in any and all lawful business permitted under the laws of the United States and the State of Florida.

**ARTICLE III
CAPITAL STOCK**

A. The total authorized capital stock of this Corporation is **One Thousand (1000)** shares of Common Stock, no par value per share.

B. Every shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE IV
TERM OF EXISTENCE

This Corporation shall exist perpetually.

ARTICLE V
ADDRESS OF PRINCIPAL OFFICE IN THIS STATE

The initial street address of the principal office of this Corporation in the State of Florida is 11634 NW 23rd Court, Coral Springs, FL 33065. The mailing address of this corporation shall be 11634 NW 23rd Court, Coral Springs, FL 33065. The Board of Directors may from time to time move the principal office to another address in Florida.

ARTICLE VI
NUMBER OF DIRECTORS

This Corporation shall have not less than one (1) Director.

ARTICLE VII
FIRST BOARD OF DIRECTORS

The names and street addresses of the initial members of the Board of Directors are:

Name: Kenrick Brown
Address: 11634 NW 23rd Court
Coral Springs, FL 33065

Name: Trisan Brown
Address: 11634 NW 23rd Court
Coral Springs, FL 33065

Name: Camille Brown
Address: 11634 NW 23rd Court
Coral Springs, FL 33065

Name: Katia Lolagne
Address: 11634 NW 23rd Court
Coral Springs, FL 33065

ARTICLE VIII
INCORPORATOR

The name and street address of the incorporator to these Articles, as well as the person signing these Articles of Incorporation is Kenrick Brown, 11634 NW 23rd Court, Coral Springs, FL 33065.

ARTICLE IX
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 11634 NW 23rd Court, Coral Springs, FL 33065, and the name of the initial registered agent of this Corporation at that address is Kenrick Brown. Pursuant to the Florida Statute 607.0501(3) a written acceptance is attached.

ARTICLE X
POWERS

The corporation shall have all the powers enumerated in the Florida Business Corporation Act.

ARTICLE XI
INDEMNIFICATION

Provided the person proposed to be indemnified is not shown to have not satisfied the requisite standard of conduct for permissive indemnification by a corporation as specifically set forth in the applicable provisions of the Florida Business Corporation Act (currently, Sections 607.0850(1) and (2) of the Florida Statutes), as may be amended from time to time, this corporation shall indemnify its officers and directors, and may indemnify its employees and agents, from and against any and all of the expenses or liabilities incurred in defending a civil or criminal proceeding, or other matters referred to in or covered by said provisions, including advancement of expenses prior to the final disposition of such proceedings

and amounts paid in settlement of such proceedings, both as to action in their official capacity and as to action in any other capacity while an officer, director, employee or agent. The indemnification provided herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, agreement, vote of shareholders or disinterested directors or otherwise. The indemnification provided herein shall continue as to a person who has ceased to be a director, officer, employee, or agent, and shall inure to the benefit of the heirs, the personal and other legal representatives of such person, and an adjudication of liability shall not affect the right to indemnification for those indemnified.

ARTICLE XII **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 shareholder(s) is subject to this reservation.

ARTICLE XIII **BY-LAWS**

The By-Laws may be adopted, altered, amended, or repealed by either the shareholders or the Board of Directors may not amend or repeal any By-Law adopted by shareholders if the shareholders specifically provide such By-Law is not subject to amendment or repeal by the directors.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 3rd
day of September, 2003.

Kenrick Brown
KENRICK BROWN, Registered Agent

**CERTIFICATE DESIGNATING REGISTERED OFFICE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

PURSUANT TO THE PROVISIONS OF SECTION 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/AGENT, IN THE STATE OF FLORIDA:

ACTION ENTERTAINMENT, INC., a corporation being organized under the laws of the State of Florida, designates as its registered office 11634 NW 23rd Court, Coral Springs, FL 33065, and has named Kenrick Brown as its agent to accept service of process within the State of Florida.

ACKNOWLEDGMENT:

Having been named registered agent and to accept service of process for ACTION ENTERTAINMENT, INC. at the place designated in this Certificate, I hereby accept the appointment and agree to act in such capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent. In compliance with Section 48.091, Florida Statutes, I agree to comply with the provisions of said Act with respect to keeping such office open.

By: Kenrick Brown

KENRICK BROWN, REGISTERED AGENT

CLERK OF STATE
TALLAHASSEE FLORIDA

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