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TALLAHASSEE FLORIDA

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DRAVES & BEAME, P.A.

ATTORNEYS AT LAW

120 EAST CONCORD STREET

ORLANDO, FLORIDA 32801

TELEPHONE: (407) 423-1183 • FAX: (407) 841-6746

DONNA L. DRAVES
DAVID I. BEAME

DLDraives@aol.com
DBeame@aol.com

October 21, 2003

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

RE: D-GRADE PRODUCTIONS, INC.

Dear Sir or Madam:

Enclosed please find the Articles of Incorporation for the above-referenced professional corporation along with the Designation of and Acceptance by Registered Agent and my Check #8055 in the amount of \$78.75 for the filing fee.

Also enclosed please find a copy of the Articles of Incorporation to be certified and returned to our office.

Thank you for your assistance in this matter.

Very truly yours,


Deborah A. Samuel

Enclosures: Original Articles of Incorporation
Copy of Articles of Incorporation
Check # 8055 (\$78.75)

FILED
2003 OCT 24 PM 5:38
CLERK OF STATE
TALLAHASSEE FLORIDA

EFFECTIVE DATE

10/21/03

ARTICLES OF INCORPORATION
OF
D-GRADE PRODUCTIONS, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, acting as Incorporator of this Corporation pursuant to Chapter 607 of the Florida Statutes, hereby forms a corporation for profit under the laws of the State of Florida.

ARTICLE I-NAME

The name of the corporation shall be D-GRADE PRODUCTIONS, INC.

ARTICLE II-PRINCIPAL OFFICE

The principal office of this Corporation shall be located at 899 Bates Court, Orlando, Florida 32707.

ARTICLE III-DATE OF EXISTENCE

This corporation shall exist perpetually, commencing on the date of execution of these Articles of Incorporation.

ARTICLE IV-INDEMNIFICATION

This Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE V-STOCK RESTRICTION AGREEMENTS

Agreements among this Corporation's shareholders or between this Corporation and its shareholders may include the following as valid matters of contract: (1) reasonable restrictions upon the transferability or assignment of the shares of stock of this Corporation; (2) obligations, or first refusal rights, to redeem or purchase shares of stock of this Corporation prior to a transfer or assignment of such shares of stock of this Corporation; provided, however, that such agreements shall be made in accordance with the provisions of Sections 607.0731 and 607.0627 of the Florida Statutes. The Board of Directors is specifically authorized to approve agreements between this Corporation and its shareholders made in accordance with the provisions of Sections 607.0731 and 607.0627 of the Florida Statutes. Copies of any stock restriction agreement between this Corporation and its shareholders shall be maintained at the principal office of this Corporation.

ARTICLE VI-CAPITAL STOCK

The maximum number of shares of capital stock that this Corporation is authorized to issue and have outstanding at any one time is TEN THOUSAND (10,000) shares of common stock having a par value of One Dollar (\$1.00) per share.

ARTICLE VII-INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The initial street address of the registered office of this Corporation in the State of Florida shall be 120 E. Concord Street, Orlando, Florida 32801. The Board of Directors may from time to time move the registered office to any other address in Florida. The name of the initial registered agent of this Corporation at that address is DRAVES & BEAME, P.A. The Board of Directors may from time to time designate a new registered agent.

ARTICLE VIII-INCORPORATOR

The name and address of the Incorporator of this Corporation is:

JEFFREY T. ECKER
899 Bates Court
Orlando, FL 32707

ARTICLE IX-INITIAL BOARD OF DIRECTORS

- A. The initial number of directors of this Corporation shall be two (2).
- B. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of this Corporation, but shall never be less than one (1).

JEFFREY T. ECKER
899 Bates Court
Orlando, FL 32707

DEREK J. HAMILTON
622 South Summerlin Avenue
Orlando, FL 32801

ARTICLE X-NATURE OF BUSINESS

This corporation may engage in or transact any and all lawful activities or business permitted under the laws of the United States, the State of Florida, or of any other state, country, territory or nation.

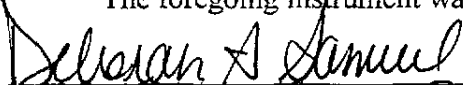
IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 21st day of October, 2003.

INCORPORATOR:


Jeffrey L. Ecker

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 21st day of October, 2003.


PRINT NAME: Deborah A. Samuel
NOTARY PUBLIC, STATE OF FLORIDA



Deborah A. Samuel
My Commission DD170991
Expires January 12, 2007

My Commission expires: 1/12/07

TYPE OF IDENTIFICATION USED: FLDL E26043875370-0

DESIGNATION AND ACCEPTANCE
OF REGISTERED AGENT

FILED

2003 OCT 24 PM 5:38

SECRETARY OF STATE
TALLAHASSEE FLORIDA

The following is submitted in compliance with the laws of the State of Florida.

D-GRADE PRODUCTIONS, INC., a corporation organized under the laws of the State of Florida, with its principal office located at 899 Bates Court, Orlando, Florida 32707, has named DRAVES & BEAME, P.A. whose address is 120 E. Concord Street, Orlando, Florida 32801, as its Registered Agent to accept service of process within this State.

ACCEPTANCE

I agree as Registered Agent to accept service of process; to keep the office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above designated address) in some conspicuous place in the office as required by law. I further state that I am familiar with and accept the duties and responsibilities as registered agent for said corporation.

REGISTERED AGENT:

David I. Beame

DAVID I. BEAME, ESQ. on behalf of
DRAVES & BEAME, P.A.

STATE OF FLORIDA
COUNTY OF ORANGE

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid, to take acknowledgments, personally appeared David I. Beame to me known to be the person described in and who executed the foregoing instrument and she acknowledged before me that he executed the same.

WITNESS my hand and official seal this 21st day of October, 2003.

Deborah A. Samuel
PRINT NAME: Deborah A. Samuel
NOTARY PUBLIC, STATE OF FLORIDA
My Commission Expires: 1/12/07



Deborah A. Samuel
My Commission DD170991
Expires January 12, 2007

TYPE OF IDENTIFICATION USED: personally known