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**FLORIDA PROFIT CORPORATION OR P.A.**

**round da' way studios, inc.**

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$78.75

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5

ARTICLES OF INCORPORATION

OF

ROUND DA' WAY STUDIOS, INC.

The undersigned, incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation:

ARTICLE I: NAME OF THE CORPORATION

The name of the corporation is ROUND DA' WAY STUDIOS, INC., hereinafter referred to as the "Corporation".

ARTICLE II: PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal office and the mailing address of the Corporation is 12420 NW 21 COURT, MIAMI, FL 33167.

ARTICLE III: DURATION OF THE CORPORATION

The period of duration of the Corporation shall be perpetual unless dissolved according to law.

ARTICLE IV: PURPOSE OF THE CORPORATION

The purpose for which the Corporation is organized is to engage in any and all lawful business for which corporations may be incorporated under Chapter 607, Florida Statute, as amended.

ARTICLE V: AUTHORIZED SHARES

The Corporation is authorized to issue Five Thousand (5,000) shares of common stock with a par value of \$1.00 per share. All stock shall be of one class. The Board of Directors may authorize the issuance of such stock to such person(s) upon such terms and for such consideration

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as they may deem appropriate. The consideration may consist of any tangible or intangible property or benefit to the Corporation, including cash, promissory notes, services performed, promises to perform services evidenced by a written contract, or other securities of the Corporation.

#### **ARTICLE VI: PREEMPTIVE RIGHTS**

The Corporation elects to have preemptive rights. Every shareholder, upon the sale for cash of any new or reissued stock of the Corporation, shall have the right to purchase his pro-rata share thereof at the price at which it is offered to others.

#### **ARTICLE VII: INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the Corporation's initial registered office is 12420 NW 21 COURT, MIAMI, FL 33167 and the registered agent at that office is FREDRICK TULLOCH.

#### **ARTICLE VIII: INITIAL BOARD OF DIRECTORS**

The Corporation shall have ONE(1) director(s) constituting the initial Board of Directors. The number of director(s) may be increased or decreased from time to time by the bylaws.

The initial Board of Director(s) of the Corporation shall be comprised of:

**FREDRICK TULLOCH  
12420 NW 21 COURT  
MIAMI, FL 33167**

**ARTICLE IX: INCORPORATOR**

The incorporators of the Corporation are as follows:

**FREDRICK TULLOCH  
12420 NW 21 COURT  
MIAMI, FL 33167**

IN WITNESS WHEREOF, I, **FREDRICK TULLOCH**, the undersigned incorporator, have signed these Articles of Incorporation on this 11 day of may, 2004, and acknowledged the same to be my act.

  
**FREDRICK TULLOCH**

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON  
WHOM PROCESS MAY BE SERVED

Pursuant to the provisions of Chapters 48.091 and 607.0501 of the Florida Statutes, the  
following is submitted, in compliance with said Acts:

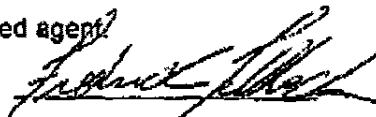
First--That **ROUND DA' WAY STUDIOS, INC.** desiring to organize under the laws of  
the State of Florida with its principal office, as indicated in the Articles of Incorporation at City of  
**MIAMI**, County of **DADE**, State of Florida, has named **FREDRICK TULLOCH**, at **12420 NW 21**  
**COURT, MIAMI, FL 33167**, in the City of **MIAMI** County of **DADE**, State of Florida, as its agent  
to accept service of process within this state.

-Acceptance of Agent-

**ACKNOWLEDGMENT:**

Having been named as registered agent and to accept service of process for the above  
stated corporation at the place designated in this certificate, I hereby accept the appointment as  
registered agent and agree to act in this 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.

BY:



FREDRICK TULLOCH

DATE:

5-11-04

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