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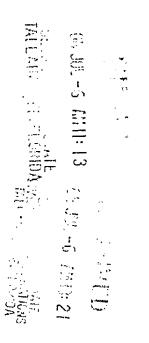
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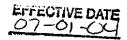
WAKE UP PRODUCTIONS, INC.

<u>ARTICLE I – NAME</u>

The name of this Corporation is WAKE UP PRODUCTIONS, INC., and its address is c/o RJS, 1500 Miami Center, 201 South Biscayne Blvd., Miami, FL 33131.

ARTICLE II - DURATION

This Corporation shall have perpetual existence.



ARTICLE III - PURPOSE

This Corporation will engage in business as a reinsurance and insurance broker and may engage in any other activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 10,000 shares of one cent (\$.01) par value common stock, which shall be designated "Common Shares."

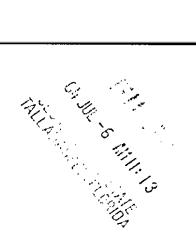
ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name of the initial registered agent of this corporation is Corporation Company of Miami (RJS), 1500 Miami Center, 201 South Biscayne Boulevard, Miami, Florida 33131.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This Corporation shall have one (1) Director initially. The number of Director may be increased or decreased from time to time by the Bylaws but shall never be less than one (1). The name and address of the initial Director of this Corporation are:





NAME

ADDRESS

Jonathan D. Lewis

4649 Ponce de Leon Boulevard Suite 304 Coral Gables, FL 33146

ARTICLE VII - BYLAWS

The Bylaws of this Corporation may be adopted, altered, amended or repealed by either the Shareholders or Directors.

ARTICLE VIII - INDEMNIFICATION

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

ARTICLE IX - INCORPORATOR

The name of the person signing these Articles is Ricardo J. Souto and his address is 201 S. Biscayne Boulevard, Suite 1500, Miami, FL 33131.

<u>ARTICLE X – AMENDMENT</u>

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida Business Corporation Act.

ARTICLE XI - EFFECTIVE DATE

The Effective Date of these Articles of Incorporation shall be July 1, 2004.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 2^{nd} day of July, 2004.

Ricardo J. Souto, Incorporator

West

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE V OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF ITS DUTIES.

IN WITNESS WHEREOF, THE UNDERSIGNED HAS EXECUTED THIS ACCEPTANCE BY REGISTERED AGENT ON THIS Z***DAY OF _______, 2004.

CORPORATION COMPANY OF MIAMI

Raul J. Salas, Vice President

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