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To:

Division of Corporations
Fax Number : (850)205-0381

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 634-3694
Fax Number : (305) 633-9696

FLORIDA PROFIT CORPORATION OR P.A.

fat dog film, corp.

Certificate of Status	0
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ARTICLES OF INCORPORATION
OF
FAT DOG FILM, CORP.

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The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a Corporation for profit under Chapter 607 of the Florida Statutes.

ARTICLE I - NAME

The name of the corporation is FAT DOG FILM, CORP.

ARTICLE II - PURPOSE

This corporation may engage in any activity or business permitted under the laws of the United States and Florida.

ARTICLE III - AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is one hundred (100) shares of common stock having a par value of \$1.00 per share. The consideration to be paid for each share shall be fixed by the board of directors and may be paid in whole or in part in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation, with a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

ARTICLE IV - PRINCIPAL OFFICE AND REGISTERED AGENT

The principal address of this Corporation is located at:

111 NE 1st Street Suite 220
Miami, FL 33132

The name and address of the registered agent of this Corporation is:

Guzman & Guzman, P.A. c/o
Alberto F. Guzman
9130 S. Dadeland Blvd. Suite # 1504
Miami, Florida 33156

ARTICLE V - OFFICERS

The officers of the Corporation shall be:

President: Emiliano Aloï
345 Gulf Road, Key Biscayne, FL 33149

Secretary: Emiliano Aloï
345 Gulf Road, Key Biscayne, FL 33149

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time as provided in the bylaws but shall never be less than one (1). The name(s) and street address(es) of the initial director(s) are:

<u>NAME</u>	<u>ADDRESS</u>
Emiliano Aloï	345 Gulf Road Key Biscayne, FL 33149

ARTICLE VII - INCORPORATORS

The name and street address of the incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
Emiliano Aloï	345 Gulf Road Key Biscayne, FL 33149

The incorporator of the corporation assigns to this corporation his rights under Section 607.0201, Florida Statutes, to constitute a corporation, and he assigns to those persons designated by the board of directors any rights he may have as incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

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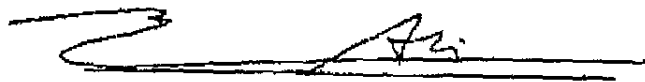
ARTICLE VIII - BYLAWS

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation. These Articles may be amended prior to the issuance of shares of the corporation by the unanimous approval or consent of the board of directors. Thereafter, every amendment shall be approved by the board of directors, proposed by them to the shareholders, and approved at a shareholders' meeting by the holders of a majority of the shares entitled to vote on the matter or in such other manner as may be provided by law.

ARTICLE IX - EFFECTIVE DATE

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

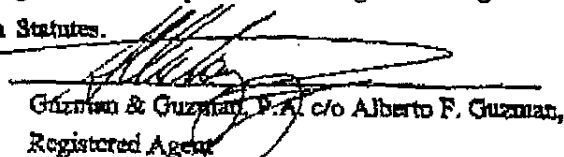
IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 13th of August, 2004



Emiliano Aloï, Incorporator

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Guzman & Guzman, P.A. c/o Alberto F. Guzman having a business office identical with the registered office of the Corporation name above, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under the applicable provisions of the Florida Statutes.



Guzman & Guzman, P.A. c/o Alberto F. Guzman,
 Registered Agent

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