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CR2E031(9/92)



ARTICLES OF INCORPORATION

05 JAN 12 PH 1:00

SECRETARY OF STATE TALLAHASSEE, FLORIDA

The undersigned incorporate(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

NOISE FACTORY PRODUCTIONS, INC.

ARTICLES II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

3151 NW 14TH STREET MIAMI, FL 33125

ARTICLES III SHARES

The numbers of shares of stock that this corporation is authorised to have outstanding at any one time is:

500 SHARES \$ 1.00 PAR VALUE

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

DAVID HANONO 3151 NW 14TH STREET MIAMI, FL 33125

ARTICLES V INCORPORATE(S)

The name and street address (es) of the incorporate(s) to these Articles of Incorporation is (are):

DAVID HANONO 3151 NW 14TH STREET MIAMI, FL 33125 PRESIDENT, SECRETARY, TREASURER DIRECTOR

ARTICLE VI DIRECTOR (S)

The name(s) and street address (es) of the director(s) to these Articles of Incorporation is(are):

DAVID HANONO 3151 NW 14TH STREET MIAMI, FL 33125

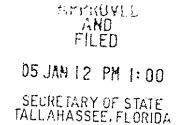
The undersigned incorporate(s) has (have) executed these Articles of Incorporation this <u>3RD</u> day of <u>JANUARY</u>, 2005.

SIGNATURE DAVID HANONO PRESIDENT, SECRETARY, TREASURER DIRECTOR

SIGNATURE

SIGNATURE

Articles of Incorporation Filling Fee - \$35.00



CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISION OF SECTION 607 .051, FLORIDA STATUES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

The name of the corporation is:

NOISE FACTORY PRODUCTIONS, INC.

The name and address of the registered agent and office is:

DAVID HANONO (Name)

3151 NW 14TH STREET (PO Box <u>not</u> acceptable)

MIAMI, FL. 33125 (City/State/Zip)

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.

DAVID HANONO

(Signature)

01/01/2005 (Date)