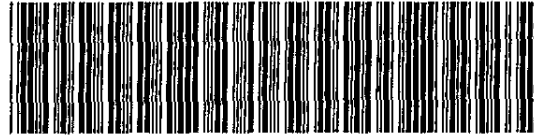


PD5000015528

(Requestor's Name)

(Address)

(Address)



200043397742

Proskiner Entertainment
212 66th St. E.
Bradenton, FL 34208

(Document Number)

12/11/99 -01016 -014 **70.00

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

December 17, 2004

PROSKUNEO ENTERTAINMENT
212 66TH ST. E.
BRADENTON, FL 34208

SUBJECT: PROSKUNEO-PROJECT CLONE
Ref. Number: W04000046228

We have received your document for PROSKUNEO-PROJECT CLONE and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The corporate name must contain a suffix that will clearly indicate that it is a corporation. Such suffixes include: CORPORATION, CORP., COMPANY, CO., INC., and INCORPORATED.

An effective date may be added to the Articles of Incorporation if a 2005 date is needed, otherwise the date of receipt will be the file date. A separate article must be added to the Articles of Incorporation for the effective date.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6067.

Neysa Culligan
Document Specialist
New Filings Section

Letter Number: 704A00070427

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

05 JAN 31 PM 3: 59

OF

PROSKUNEO - PROJECT CLONE, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

NAME OF CORPORATION

The name of the corporation shall be:

PROSKUNEO - PROJECT CLONE, INC.

ARTICLE II

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

ARTICLE III

CAPITAL STOCK

The maximum number of shares that this corporation is authorized to have outstanding at any one time is five-hundred thousand (500,000) shares having a par value of one cent (\$0.01) per share. The minimum capital with which this corporation shall begin business is one hundred (100) shares.

ARTICLE IV
TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V
REGISTERED OFFICE AND AGENT

The street address of the initial principal office of this corporation is 212 66th Street East, Bradenton, FL, 34208 and the name of the initial registered agent of this corporation at that address is Karl L. Wilson.

ARTICLE VI
INITIAL BOARD OF DIRECTORS

This corporation shall have five (5) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws adopted by the shareholders.

NAME	ADDRESS
Karl L. Wilson	212 66 th Street East Bradenton, FL 34208
Rhonda M. Wilson	212 66 th Street East Bradenton, FL 34208
Colin B. Kirker, Jr.	1211 8 th Street West, Palmetto, FL 34221
Mary Christy Kirker	1211 8 th Street West, Palmetto, FL 34221
Richard G. Weber	738 10 th Street West, Palmetto, FL 34221

ARTICLE VII

SUBSCRIBERS

The name and post office address of the subscriber to these Articles of Incorporations are:

NAME	ADRESS
Karl L. Wilson	212 66 th Street East, Bradenton, FL 34208

ARTICLE VIII

BY-LAWS

The Board of Directors is authorized to adopt By-Laws, including provisions governing the issuance of stock certificates to replace lost or destroyed stock certificates and provisions prohibiting the transfer of the stock of the corporation and of the preemptive rights to such stock, provided such By-Laws are not contrary to the laws of the State of Florida.

ARTICLE IX

AMENDMENT

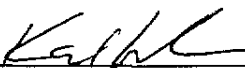
These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors proposed by them to the stockholders and approved at a stockholders' meeting by a majority, or such greater number as may be specified in the By-Laws, of the shares of stock entitled to vote thereon unless all the directors and the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE X

EFFECTIVE DATE

These Articles of Incorporation will be made effective as of January 1, 2005.

IN WITNESS WHEREOF, the undersigned has made, subscribed and acknowledged these Articles of Incorporation, this 31 day of December, 2004.



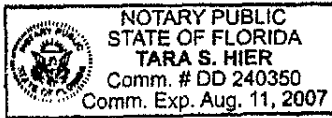
Karl L. Wilson

STATE OF FLORIDA

COUNTY OF MANATEE

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Karl L. Wilson known to me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged under oath before me that he executed the same of the purposed therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal in the State and County aforesaid this 24th day of November, 2004.



Tara S. Hier
NOTARY PUBLIC
My commission expires: 8/11/07

*Produced
FL DL as ID*

CERTIFICATE OF DESIGNATION
REGISTERED AGENT / REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the law of the state of Florida, submits the following statement in designating the registered agent, in the state of Florida.


1. The name of the corporation is: PROSKUNEO - PROJECT CLONE, INC.
2. The Name and address of the registered agent and office is:

Karl L. Wilson
(NAME)

212 66th Street East
(ADDRESS)

Bradenton, Florida 34208
(CITY/STATE/ZIP)

SIGNATURE



TITLE

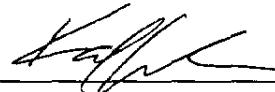
President

DATE

12/31/04

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 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.

SIGNATURE



DATE

12/31/04

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