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Division of Corporations
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From:

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Phone : (941)639-1158
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FLORIDA PROFIT CORPORATION OR P.A.

Believe Entertainment Corp.

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**ARTICLES OF INCORPORATION
OF
BELIEVE ENTERTAINMENT CORP.**

ARTICLE I - NAME AND ADDRESS

The name of this corporation is **BELIEVE ENTERTAINMENT CORP.** The street address of its initial principal place of business is 901 Waterside Lane, Suite 210, Celebration, Florida 34747, and its mailing address is 901 Waterside Lane, Suite 210, Celebration, Florida 34747.

ARTICLE II - DURATION

This corporation shall have perpetual existence or shall exist until dissolved by operation of law.

ARTICLE III - PURPOSE

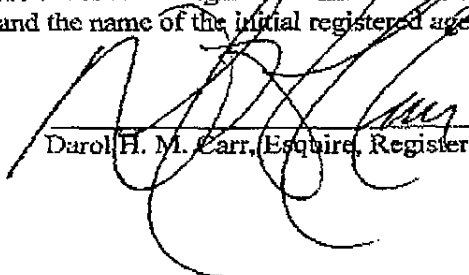
This corporation is organized for the following purposes: To carry on any business permitted under the laws of the State of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue ONE THOUSAND (1,000) shares of common stock having a par value of ONE DOLLAR (\$1.00) each, all of which shall be fully paid and non-assessable.

ARTICLE V - INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of this corporation is 99 Nesbit Street, Punta Gorda, Florida 33950, and the name of the initial registered agent of this corporation at that address is Darol H. M. Carr.



Darol H. M. Carr, Esquire, Registered Agent

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ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time as set out in the bylaws of this corporation. The names and addresses of the initial directors are as follows:

DIRECTORSADDRESS

Darol M. D. Carr

901 Waterside Lane, Suite 210
Celebration, Florida 34747ARTICLE VII - INITIAL OFFICERS

The name and post office address of the initial officers who shall hold office for the first year of the existence of the corporation or until their successors are elected or appointed and have qualified, are as follows:

OFFICERSTITLEADDRESS

Darol M. D. Carr

President/Secretary/
Treasurer901 Waterside Lane, Suite 210
Celebration, Florida 34747ARTICLE VIII - INCORPORATOR

The name and address of the incorporator are as follows:

INCORPORATORADDRESS

Darol M. D. Carr

901 Waterside Lane, Suite 210
Celebration, Florida 34747ARTICLE IX - AMENDMENTS

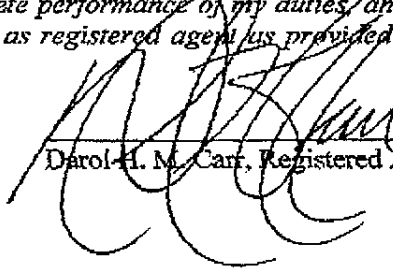
This corporation reserves the right from time to time to amend, alter, repeal, or to add any provision to its Articles of Incorporation in any manner now or hereafter prescribed by the provisions of Chapter 607 of Florida Statutes or any amendment thereto or by the provisions of any other applicable statute of the State of Florida; and all rights conferred upon stockholders by these Articles of Incorporation, or any amendment hereto, are granted, subject to this reservation.

Dated this 21 day of February, 2005.


Darol M. D. Carr, Incorporator

ACCEPTANCE

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 as provided for in Chapter 607, F.S.



Darol H. M. Carr, Registered Agent

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