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SECRETARY OF STATE
DIVISION OF CORPORATIONS
05 MAR 18 PM 1:55

B. McKnight MAR 25 2005

Secretary of State
Division of Corporations
409 E Gaines St
Tallahassee, Fl 32301

RE: First Cast Entertainment Corporation
PO Box 13343
Gainesville, Fl 32604

To Whom It May Concern:

I am enclosing herewith an original and a copy of the Articles of Incorporation for the above named corporation. In addition, a check in the sum of $70.00 is enclosed which represents the following fees:

PROFIT CORPORATION	
Filing Fees	$35.00
Registered Agent Designation	<u>$35.00</u>
	$70.00

Please file the original of the enclosed Articles of Incorporation and return a certified copy to the undersigned.

Your prompt attention to this matter would be appreciated.

Sincerely,

Bryan Edelstein

Please mail the Acceptance of the Articles of Incorporation and a stamped copy of the Articles of Incorporation to:

First Cast Entertainment Corporation
PO Box 13343
Gainesville, Fl 32604

* A prepaid return envelope is included within.

ARTICLES OF INCORPORATION
OF
First Cast Entertainment Corporation
PO Box 13343
Gainesville, Fl 32604

The undersigned has executed the following document as incorporator of the above named corporation, a corporation organized under the laws of the State of Florida, and those of the corporation, are to be determined in accordance with the laws of the State of Florida.

ARTICLE ONE

The name of this corporation shall be First Cast Entertainment Corporation.

ARTICLE TWO

This corporation shall commence existence upon the filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

ARTICLE THREE

The general nature of the business and objects and purposes proposed to be transacted and carried on by this corporation are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might do, viz:

1. Transact any and all lawful business.

2. Said corporation shall further have powers:

   To have perpetual succession by its corporate name;

   To sue and be sued, complain, and defend in its corporate name in all actions or proceedings;

   To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced;

   To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated;

To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets;

To lend money to, and use its credit to assist its officers and employees in accordance with Florida Statute S607.141;

To purchase, take receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or of any other government, state, territory, governmental district, or municipality or of any instrumentally thereof;

To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its property, franchises, and income;

To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security of the payment of funds so loaned or invested;

To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state;

To elect or appoint officers and agents of the corporation and define their duties and fix their compensation;

To make and alter bylaws, not inconsistent with its articles of incorporation or with the laws of this state, for the administration;

To be a promoter, incorporate, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other enterprise;

ARTICLE FOUR

The aggregate number of shares which the corporation shall have authority to issue is the sum of 1,000,000 shares, having an individual par value of $1.00.

Unless otherwise stated in these articles, or in an amendment to these articles, there shall be only one class of stock of this corporation.

ARTICLE FIVE

The street address of the initial registered office and the name of the initial Registered Agent of this corporation shall be:

Brian Lynn
2 South University Dr.
Fort Lauderdale, FL 33324

ARTICLE SIX

The initial Board of Directors shall consist of a total of one person, and the name and address of the person to serve as initial director (and his title with the corporation) is:

Bryan Edelstein, President, Vice President, Treasurer and Secretary
PO Box 13343
Gainesville, Fl 32604

The name and address of the incorporator executing these Articles of Incorporation is:

Bryan Edelstein
PO Box 13343
Gainesville, Fl 32604

In witness whereof, the undersigned incorporator has executed these Articles of Incorporation this 12th Day of March, 2005

Bryan Edelstein
Incorporator

Registered Agent

REGISTERED AGENT
TO THE ARTICLES OF INCORPORATION OF
First Cast Media Corporation

I, Brian Lynn, am the registered agent for the record. I reside at

2 South University Dr.
Fort Lauderdale, FL 33324

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.

Brian Lynn
Registered Agent

State of Florida
County of ~~Alachua~~ BROWARD

The foregoing instrument was acknowledged before me this 2 day of MARCH, 20 05.

By

Notary Public, State of Florida

My Commission Expires:

Anthony Messuri
My Commission DD201014
Expires April 7, 2007

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DIVISION OF CORPORATIONS
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