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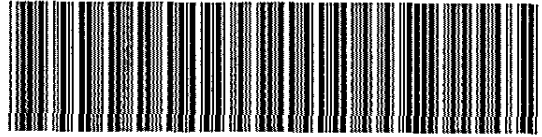
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05 MAR 31 AM 7:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

T. Burch APR 05 2005

TRANSMITTAL LETTER

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee Florida 32314

SUBJECT: Incorporation of Darkhorse Themed Entertainment.

FROM:

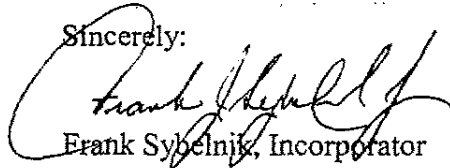
Frank J. Sybelnik, Jr.
3822 N.E. 55th Place
Gainesville, Florida 32609

For further information concerning this matter, please call Frank J. Sybelnik, Jr.
3822 N.E. 55th Place, Gainesville, Florida 32609 at (303) 793-5400.

Enclosed are an original and two (2) copies of the Articles of Incorporation, an original and two copies of the Registered Agent and a check for:

\$87.50 for Filing Fee, Certificate of Status & 2 Certified Copies .

Sincerely:



Frank Sybelnik, Incorporator
3-1-05

**ARTICLES OF INCORPORATION
OF DARKHORSE THEMED ENTERTAINMENT, INC.**

In compliance with the requirements of F.S. Chapter 607, the undersigned hereby act as incorporators in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

ARTICLE I

The name of the Corporation is: Darkhorse Themed Entertainment, Inc.

ARTICLE II

The street address of the principal office of the Corporation is: 3822 N.E. 55th Place
Gainesville Florida 32609.

ARTICLE III

The primary business will include any lawful business, operating primarily as a specialty contractor engaged in designing animated characters and animated character representations based on drawings.

ARTICLE IV

The maximum number of shares this Corporation is authorized to issue is 500, par value \$1.00 per share, all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE V

The initial street address of the Corporation's registered office is: 3822 N.E. 55th Place Gainesville Florida 32609. The initial registered agent for the Corporation at that address is: Craig Popovich.

ARTICLE VI

The initial board of directors shall consist of two members. This number may be increased or decreased from time to time in accordance with the Corporation's bylaws, but shall never be less than one. The names and addresses of the persons who will serve on the initial board of directors are:

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TALLAHASSEE, FLORIDA

Names

Addresses

Craig Popovich, President , Secretary

3822 N.E. 55th Place, Gainesville, Florida
32609

Frank J. Sybelnik, Jr. , Vice President ,
Treasurer

3822 N.E. 55th Place
Gainesville, Florida 32609

ARTICLE VII

The names and street addresses of the persons signing these articles of incorporation are:

Names

Addresses

Frank J. Sybelnik, Jr.

3822 N.E. 55th Place
Gainesville Florida 32609

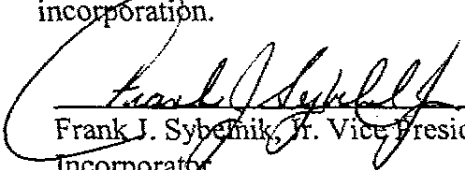
Craig Popovich

3822 N.E. 55th Place
Gainesville Florida 32609

ARTICLE VIII

The Corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporators have executed these articles of incorporation.


Frank J. Sybelnik, Jr. Vice President, Treasurer
Incorporator

3-1-05
Date


Craig Popovich, President, Secretary
Incorporator

3-1-05
Date

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

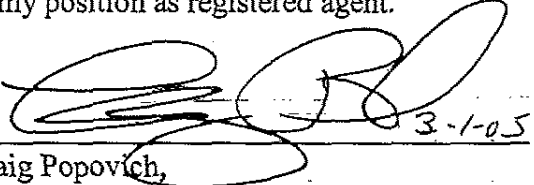
UNDER THE PROVISIONS OF F.S. 607.0501, THE UNDERSIGNED CORPORATION,
ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE
FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED
AGENT IN THE STATE OF FLORIDA.

1. The name of the corporation is: Darkhorse Themed Entertainment, Inc.
2. The name and address of the registered agent and office is:

Craig Popovich
3822 N.E. 55th Place
Gainesville Florida 32609

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Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in this certificate, I 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.


Craig Popovich,
Registered Agent