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To:

Division of Corporations
Fax Number : (850)205-0381

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 634-3694
Fax Number : (305) 633-9696

FLORIDA PROFIT CORPORATION OR P.A.

GFX IN MOTION, INC.

Certificate of Status	0
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ARTICLES OF INCORPORATION

OF

GFX IN MOTION, INC.

The undersigned, for the purpose of forming a corporation under the laws of the State of Florida hereby adopts the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be:

GFX IN MOTION, INC.

Its business will be carried on in the State of Florida in the United States of America, and elsewhere, as may be authorized by its Board of Directors.

ARTICLE II

The term of existence of the corporation is perpetual.

ARTICLE III

The general nature of the business to be transacted by the corporation shall be:

visual effects and animation business and similar activities and all other things necessary and incidental to the proper conduct of such business and to engage in all other legal activities to advance the purpose of the business pursuant to the laws of the State of Florida and of the United States.

Prepared by: A. Alfred Schreiber, Esq.
Schreiber, Schreiber & Schreiber, P.A.
5800 Sheridan Street
Hollywood, Florida 33021
(954) 986-5800
FBN: 149077

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ARTICLE IV

The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be:

Fifty Thousand (50,000) Shares at \$.01 par value

ARTICLE V

Pursuant to Florida Statutes 607.202, the corporation's principal place of business, and its mailing address is 9431 Live Oak Place, #403, Fort Lauderdale, Florida 33324.

ARTICLE VI

The name and street address of the members of the first Board of Directors, who shall hold office for the first year of the corporation's existence or until his successor is elected and has qualified, are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICE</u>
VICTORIA KENNEDY	9431 Live Oak Place #403 Fort Lauderdale, FL 33324	President Sec., Tres.

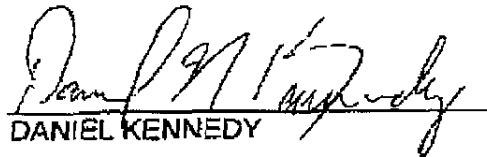
There shall not be less than one (1) Director, at any time.

ARTICLE VII

The name and street address of the Incorporator to these Articles of Incorporation is as follows:

DANIEL KENNEDY
9431 Live Oak Place
#403
Fort Lauderdale, FL 33324

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 7 day of April 2005.

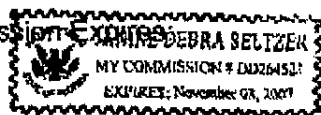

DANIEL KENNEDY

STATE OF FLORIDA)
)SS:
COUNTY OF BROWARD)

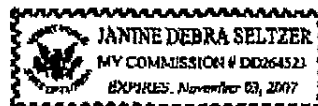
I HEREBY CERTIFY that on this day, before me a Notary Public duly authorized in the State and County above named, to take acknowledgments, personally appeared, DANIEL KENNEDY, personally known to me to be the person described as Incorporator in and who executed the foregoing Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above this 7 day of April 2005.

My Commission Expires




NOTARY PUBLIC



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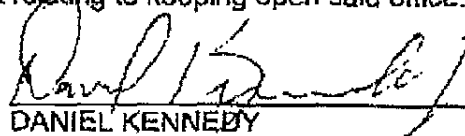
CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS DATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

FIRST: That GFX IN MOTION, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation in the City of Fort Lauderdale, County of Broward, State of Florida has named DANIEL KENNEDY, who is located at 9431 Live Oak Place, #403, Fort Lauderdale, FL 33324, as its agent to accept process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above named corporation, at the place designed in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relating to keeping open said office.


DANIEL KENNEDY

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