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SHUFFIELD LOWMAN

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DOMESTICATION

NCV INTERNATIONAL HOLDINGS, INC.

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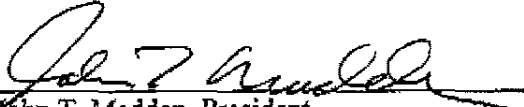
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TALLAHASSEE, FLORIDA

CERTIFICATE OF DOMESTICATION

The undersigned officer of NCV INTERNATIONAL PRODUCTIONS, INC., a foreign corporation (the "Corporation") in accordance with Section 607.1801, Florida Statutes, does hereby certify:

1. The date on which the Corporation was first formed was November 14, 2002.
2. The jurisdiction where the Corporation was first formed, incorporated, or otherwise came into being was Delaware.
3. The name of the Corporation immediately prior to the filing of this Certificate of Domestication was NCV International Productions, Inc.
4. The name of the Corporation, as set forth in its articles of incorporation, to be filed pursuant to Section 607.0202 and 607.0401 with this Certificate is NCV INTERNATIONAL HOLDINGS, INC.
5. The jurisdiction that constituted the seat, siege social, or principal place of business or central administration of the Corporation, or any other equivalent jurisdiction under applicable law, immediately before the filing of the Certificate of Domestication was Delaware.
6. Attached are Florida articles of incorporation to complete the domestication requirements pursuant to Section 607.1801.

I am the President of the Corporation and am authorized to sign this Certificate of Domestication on behalf of the Corporation and have done so this 2nd day of August, 2005.


John T. Madden, President

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TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
NCV INTERNATIONAL HOLDINGS, INC.**

THE UNDERSIGNED, acting as sole incorporator of NCV INTERNATIONAL HOLDINGS, INC. under Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such corporation:

**ARTICLE I
NAME**

The name of the corporation is NCV INTERNATIONAL HOLDINGS, INC.

**ARTICLE II
SHARES**

The number of shares which the corporation shall have authority to issue is Twenty Million (20,000,000), consisting of a single class of common stock, par value \$0.00025 per share.

**ARTICLE III
COMMENCEMENT OF CORPORATE EXISTENCE**

The Corporation commenced its existence in the State of Delaware on November 14, 2002.

**ARTICLE IV
PRINCIPAL OFFICE**

The address of the Principal Office of the corporation is as follows:

215 Celebration Place, Suite 500
Celebration, FL 34747

The location of the Principal Office shall be subject to change as may be provided in bylaws duly adopted by the Corporation.

**ARTICLE V
MAILING ADDRESS**

The mailing address of the corporation is as follows:

c/o William R. Lowman, Esq.
1000 Legion Place, Suite 1700
Orlando, FL 32801

ARTICLE VI
INITIAL REGISTERED OFFICE AND AGENT

The address of the initial Registered Office of the corporation and the initial Registered Agent at such address are as follows:

William R. Lowman, Jr.
Shuffield, Lowman & Wilson, P.A.
1000 Legion Place, Suite 1700
Orlando, Florida 32801

ARTICLE VII
INITIAL BOARD OF DIRECTORS

The number of Directors constituting the current Board of Directors of the corporation is two (2). The number of Directors may be increased or decreased from time to time, but in no event shall the number of Directors be less than one (1). The names and addresses of the persons who are to serve as initial Director(s) until the next annual meeting of the shareholders of the corporation or until successor Directors are elected and shall qualify are as follows:

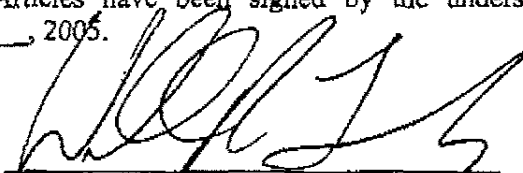
John T. Madden	Eugene P. Lynch, Jr.
215 Celebration Place, Suite 500	215 Celebration Place, Suite 500
Celebration, FL 34747	Celebration, FL 34747

ARTICLE VIII
INCORPORATOR

The name and address of the sole incorporator of the corporation are as follows:

William R. Lowman, Jr.
1000 Legion Place, Suite 1700
Orlando, FL 32801


IN WITNESS WHEREOF, these Articles have been signed by the undersigned incorporator this 10th day of August, 2005.


William R. Lowman, Jr., Incorporator

ACCEPTANCE OF APPOINTMENT
BY INITIAL REGISTERED AGENT

THE UNDERSIGNED, an individual resident of the State of Florida, having been named in the foregoing Articles of Incorporation as initial Registered Agent at the office designated therein, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that he is familiar with, and hereby accepts, the obligations set forth in Section 607.0505, Florida Statutes, and the undersigned will further comply with any other provisions of law made applicable to him as Registered Agent of the corporation.

DATED, this 10th day of August, 2005.


William R. Lowman, Jr., Registered Agent

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