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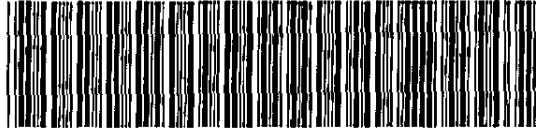
(Business Entity Name)

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TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATION

all date

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. PRAETORIAN PICTURES, INC.
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

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Certificate of Status

NEW FILINGS

- Profit
- Not for Profit
- Limited Liability
- Domestication
- Other

AMENDMENTS

- Amendment
- Resignation of R.A., Officer/Director
- Change of Registered Agent
- Dissolution/Withdrawal
- Merger

OTHER FILINGS

- Annual Report
- Fictitious Name

REGISTRATION/QUALIFICATION

- Foreign
- Limited Partnership
- Reinstatement
- Trademark
- Other

Examiner's Initials

FILED

05 SEP -8 PM 4:28

ARTICLES OF INCORPORATION COUNTY OF STATE
TALLAHASSEE, FLORIDA
FOR

PRAETORIAN PICTURES, INC.

We, the undersigned, hereby associate together for the purpose of becoming a Corporation under the Laws of the State of Florida, by and under the provision of the Laws of said State, providing for the information, liabilities, rights, privileges, and immunities of a Corporation for profit.

ARTICLE I

NAME, ADDRESS, AND AGENT

The name of this corporation will be:

PRAETORIAN PICTURES, INC.

(Hereinafter referred to as the Corporation). Its Registered and Principal Office will be located at 3383 N.W. 7th, Street Suite 210 MIAMI, County of MIAMI-DADE, State of Florida. Its Registered Agent will be NELSON A, RICARDO located at 3383 N.W. 7th Street Miami, Florida. 33125

ARTICLE II

NATURE OF BUSINESS

Section 1.- The general nature of the business and objects and purposes to be transacted, promoted and carried on being to do any and all things hereinafter mentioned, as fully and to the same extent as natural persons might or could, viz.

a.- To carry on business in the United States of North America or any foreign country or countries, to buy, sells, import, export, lease, sub-lease, hold, procure, transport, manufacture, acquire and deal generally, both wholesale and retail, in goods and services of all type, both as principal and agent, in any part of the world.

b.- To enter into makes perform and carry out Contracts of Entertainment nature with General Person, Investors, Distributors, Representatives or General Personnel for the purpose, but not limited to the Develop, Creation, Production and Exploitation of Motion Pictures, TV Episodes Commercials, Music Videos, Talent Management and specials Events. Buys and sales all type of business equipment and merchandise and for any Lawful purpose with any person or persons, firms, association and/or Corporation in the United States of North America or any Foreign Country or Countries.

c.- To exchange in the currency of foreign countries and in the currency of the United States of North America.

d.- To issue bonds, debentures and/or obligations of the company from time to time, for the object and purposes of the company and secure the same by mortgage pledge, deed or trust or otherwise.

e.- To purchase, hold and reissue the shares of its capital stock; and to subscribe to purchase, or otherwise acquire, or to guarantee, or to become surety in respect to the stock, bonds, or other securities and obligations of the company and other companies.

f.- To do all of the things as they are incident or conductive to the premises, and to do all and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes or the attainment of any of the objectives herein enumerated or incidental to the powers herein named, or which will at any time appear conductive or expedient for the protection or benefit of the Corporation.

g.- No recitation or declaration of special powers or purposes herein enumerated will be deemed to be exclusive, but all lawful powers contained in the laws of the State of Florida, now or in the future, to be enacted are hereby included in and made part thereof by reference.

h.- In general, to carry on any incidental business in connection with the foregoing, whether manufacturing or otherwise and to have and exercise all the powers conferred by the laws of the State of Florida upon Corporation of this character. . . .

i.- To enter into, make or perform contracts of any kind with any person, association, corporation, municipality, body politic, county, country, territory, state, government or colony, or any dependency thereof, and without limits as to amount, draw, note drafts, a bill of exchange, warrants, bonds, debentures, and all other negotiable instruments.

ARTICLE III

CAPITAL STOCK

The Capital Stock of the Corporation upon commencing business operations shall consist of:

a.- ONE HUNDRED (100) SHARES of par value. For incorporation purposes, each share will have a nominal value set at TEN DOLLARS (\$10.00) per share as consideration.

b.- Said shares of common stock to have par value. All shares to be issue fully paid and non assessable. The Capital stock of this Corporation may be paid in lawful money of the U.S.A. in property, labor or services at a fair and just valuation to be fixed by the stockholder or by the Board of Directors. Said determination of just value fixed by the Board of Directors is to be conclusive proof of said value.

c.- All of the common stock is to have one vote per share in the control of the management of the Corporation.

d.- The holders of these shares of common stock are to have preventive right in the purchase of subsequent issues of stock.

e.- In the event any shareholder may vote his share or shares proxy one share representing one vote.

ARTICLE IV

INITIAL CAPITAL

The amount of capital with which the Corporation shall begin business shall be not less than ONE THOUSAND DOLLARS (\$1,000.00).

ARTICLE V

TERM OF EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE VI

BOARD OF DIRECTORS

The Board of Directors shall consist of not less than (2) persons.

ARTICLE VII

INITIAL DIRECTORS & OFFICERS

The names and addresses of the first Board of Directors who subject to the provisions of these Articles of Incorporation, the By-Laws and the act of the Legislature approved June 1925, and the acts amendatory thereto, shall hold office for the first year of the corporation's existence, or until their successors are elected and shall have qualified are the following:

<u>NAME</u>	<u>ADDRESS</u>	<u>TITLE</u>
NELSON A. RICARDO	13999 S.W. 149th PLACE MIAMI, FLORIDA 33196	President
MARIA ELENA RICARDO	210 N.W. 36th COURT MIAMI, FLORIDA 33125	Secretary Treasurer

ARTICLE VIII

SUBSCRIBERS

The names and addresses of each subscriber to these Articles of Incorporation and the number of shares which each agrees to take as follows:

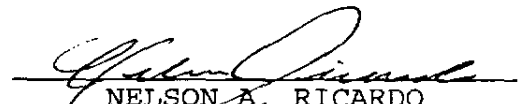
<u>NAME & TITLE</u>	<u>ADDRESS</u>	<u>SHARES</u>
NELSON A. RICARDO President	13999 S.W. 149th PLACE MIAMI, FLORIDA 33196	-100.00-

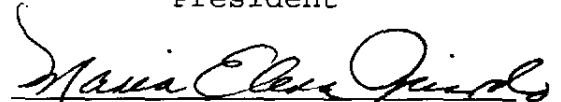
ARTICLE IX

BY-LAWS

The regulation of the business and the conduct of the affairs of the Corporation and the provision creating and limiting the powers of the Corporation, the directors and the stockholders, or any class of stockholders of the Corporation, shall be controlled by the By-Laws which shall be adopted by stockholders of the Corporation as soon as practicable after the Corporation shall be formed which said By-Law may from time to time and whenever necessary, by amended by the Board of Directors of the Corporation.

IN WITNESS WHEREOF, we the undersigned have made and signed these articles of incorporation at MIAMI, DADE COUNTY, FLORIDA, for the uses and purposes aforesaid.


NELSON A. RICARDO
President


MARIA ELENA RICARDO
Secretary

STATE OF FLORIDA)
) SS.
COUNTY OF MIAMI-DADE)

I HEREBY CERTIFY that on this day, before me personally appeared NELSON A. RICARDO and MARIA ELENA RICARDO respectively, to me well known to be the persons described as subscriber in and who executed the foregoing ARTICLES OF INCORPORATION and acknowledged before me that they subscribed to those ARTICLES OF INCORPORATION.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at CITY OF MIAMI, COUNTY OF MIAMI-DADE, STATE OF FLORIDA, this Thirtieth Day of August 2005



JUAN F. DEL CASTILLO JUAN F. DEL CASTILLO
MY COMMISSION # DD 376103 NOTARY PUBLIC
EXPIRES: December 26, 2006 STATE OF FLORIDA AT LARGE
Bonded Thru Budget Notary Services

COMMISSION NUMBER DD376103
MY COMMISSION EXPIRES DECEMBER 26, 2005
BONDED THROUGH BUDGE NOTARY SERVICE


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

In a pursuance of Chapter 48.091 Florida Statutes, the following is submitted in compliance with a said act.

FIRST:- That PRAETORIAN PICTURES, INC. Desiring to organize under the laws of the State of Florida with its principal office as indicated in the ARTICLES OF INCORPORATION appoints NELSON A. RICARDO, with offices located at 3383 N.W. 7th STREET SUITE 210, City of MIAMI, County of MIAMI-DADE its Registered Agent, to accept service of process within this State.

ACKNOWLEDGMENT:- Having been named to accept service of process for the above-named Corporation, at place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.

In the City of MIAMI, County of MIAMI-DADE, State of Florida, this Thirtieth Day of August 2005


NELSON A. RICARDO
REGISTERED AGENT

FILED
05 SEP - 8 PM 4: 29
TALLAHASSEE, FLORIDA