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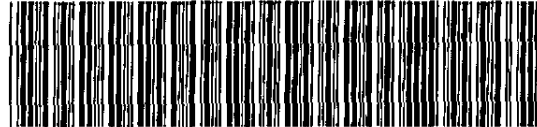
(Business Entity Name)

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05 SEP 13 PM 2:59

U.S. DEPT. OF JUSTICE
FEDERAL BUREAU OF INVESTIGATION
WASHINGTON, D.C. 20535

9/14/✓

ATTORNEY AT LAW
ROBERT E. WIGGINS

ROBERT EDWARD WIGGINS, P.A.

801 WEST BAY DRIVE SUITE #801
LARGO, FLORIDA 33770

EMAIL: bobwiggins@mac.com

PHONE: (727) 585-8388
FAX: (727) 585-8399

September 12, 2005

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


RE: FERNAND FILMS, INC.
Articles of Incorporation

Dear Sirs:

Enclosed please find original Articles of Incorporation for the above-referenced corporation. Also enclosed is a check made payable to Department of State in the amount of Seventy Eight Dollars and Seventy Five Cents (\$78.75). Please return the certified copy to me at the address shown above.

If you have any questions, please do not hesitate to contact me.

Sincerely yours,


ROBERT E. WIGGINS

REW:atm
Enclosures

ARTICLES OF INCORPORATION

OF

FERNAND FILMS, INC.

ARTICLE I

NAME

The name of this corporation is FERNAND FILMS, INC.

ARTICLE II

PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of the corporation and mailing address is:

801 West Bay Drive
Suite #800
Largo, Florida 33770

ARTICLE III

TERM

The term of existence of this corporation is perpetual.

ARTICLE IV

PURPOSE

This corporation is organized to transact any and all lawful business for which corporations may be incorporated under Florida Statutes.

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05 SEP 13 PM 3:00
RECORDING & CLERK
TALLAHASSEE, FLORIDA

ARTICLE V

STOCK

This corporation is authorized to issue One Thousand (1000) shares of One Dollar (\$1.00) par value common stock.

ARTICLE VI

DIRECTORS

This corporation shall have one (1) Director initially. The number of Directors may be either increased or diminished from time to time by the Bylaws but shall never be less than one (1). The name and address of the initial Director of this corporation, who shall serve until his successor is elected and has qualified or until removed is as follows:

NAME	ADDRESS
PHILIPPE MARTINEZ	801 West Bay Drive Suite #800 Largo, Florida 33770

ARTICLE VII

OFFICERS

The affairs of this corporation shall be administered by the officers designated by the Bylaws. The officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the shareholders, and they shall serve at the pleasure of the Board of Directors. The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors, are as follows:

OFFICE

Chief Executive Officer
President
Secretary
Treasurer

NAME AND ADDRESS

Philippe Martinez
801 West Bay Drive
Suite #800
Largo, Florida 33770

ARTICLE VIII**REGISTERED OFFICE AND AGENT**

The name and address of the initial registered agent and office of this corporation is as follows:

Registered Agent:

ROBERT E. WIGGINS

Office of Agent:

801 West Bay Drive
Suite #801
Largo, Florida 33770

ARTICLE IX**INDEMNIFICATION**

Every Director and every officer of this corporation serving this corporation at its request, shall be indemnified by this corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him or her in connection with any proceeding or any settlement of any proceeding to which he or she may be a party or in which he may become involved by reason of his or her being or having been a Director or officer of this corporation, or by reason of his or her serving or having served this corporation at its request, whether or not he is a Director or officer or is serving at the time such expenses or liabilities are incurred; provided that in such cases wherein the Director or officer is adjudged guilty of willful misfeasance or

malfeasance in the performance of his or her duties and also in the event of a settlement, before entry of judgment, the indemnification herein shall apply only when the Board of Directors approves such settlement and reimbursement as being in the best interests of this corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which that person may be entitled.

ARTICLE X

BYLAWS

The first Bylaws of this corporation shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided by the Bylaws.

ARTICLE XI

AMENDMENTS

Amendments to the Articles of Incorporation shall be first adopted in resolution form by majority vote of the Board of Directors, who shall direct in its proceedings that the proposed amendment be submitted to a vote of the shareholders either at an annual meeting or a special meeting called for that purpose. At the shareholders' meeting, the affirmative vote of the holders of a majority of shares entitled to vote shall be required for adoption of the proposed amendment.

ARTICLE XII

SUBSCRIBER

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

NAME

ROBERT E. WIGGINS

ADDRESS

801 West Bay Drive
Suite #801
Largo, Florida 33770

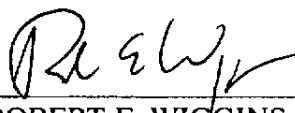
IN WITNESS WHEREOF, the Subscriber has hereunto affixed his signature on this 12th
day of September, 2005.


ROBERT E. WIGGINS

**CERTIFICATE OF ACCEPTANCE
OF REGISTERED AGENT**

I, ROBERT E. WIGGINS, as Registered Agent for FERNAND FILMS, INC. do hereby
agree to accept Service of Process on behalf of the corporation, to keep my office located at 801
West Bay Drive, Suite #801, Largo, Florida 33770 open during prescribed hours; and to post my
name in some conspicuous place in the above-stated office as required by law.

DATED: September 12, 2005.


ROBERT E. WIGGINS
Registered Agent

FILED
05 SEP 13 PM 3:00
CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA