

BURDETTE ANDERSON

PRUSHER FILMS, INC
1369 CRESCENT DRIVE
LARGO, FLORIDA 33770.

November 21, 2005

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

RE: PRUSHER FILMS, INC.

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), reflecting the corporation filing fee and the fee for a certified copy of the certificate of status.

Thank you,

BURDETTE ANDERSON

**ARTICLES OF INCORPORATION
OF
PRUSHER FILMS, INC.**

FILED
05 NOV 28 AM 8:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLE I
NAME**

The name of this corporation is PRUSHER FILMS, INC.

**ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office of the corporation and mailing address is:

1369 Crescent Drive
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.

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 two (2) Directors 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 Directors of this corporation, who shall serve until their successors are elected and have qualified or until removed are as follows:

NAME	ADDRESS
BURDETTE ANDERSON	1369 Crescent Drive Largo, Florida 33770
LARRY RODRIGUEZ	1369 Crescent Drive 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	NAME AND ADDRESS
President	BURDETTE ANDERSON 1369 Crescent Drive Largo, Florida 33770
Secretary Treasurer	LARRY RODRIGUEZ 1369 Crescent Drive 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:	Office of Agent:
BURDETTE ANDERSON	1369 Crescent Drive 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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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


NAME

ADDRESS

BURDETTE ANDERSON

1369 Crescent Drive
Largo, Florida 33770

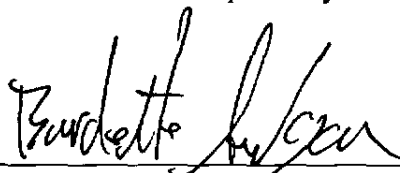
IN WITNESS WHEREOF, the Subscriber has hereunto affixed his signature on this 15th
day of November, 2005.


BURDETTE ANDERSON

**CERTIFICATE OF ACCEPTANCE
OF REGISTERED AGENT**

I, BURDETTE ANDERSON, as Registered Agent for PRUSHER FILMS, INC. do hereby agree to accept Service of Process on behalf of the corporation, to keep my office located at 1369 Crescent Drive, 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: November 15, 2005.


BURDETTE ANDERSON
Registered Agent