

P06000018258

(Requestor's Name)

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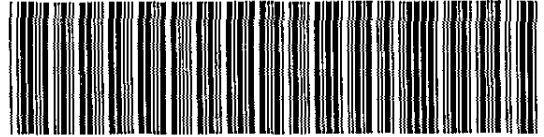
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M06-5795

D. Brown FEB - 8 2006

# CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

*The Motion Picture  
Group, Inc.*

Signature \_\_\_\_\_

Requested by: \_\_\_\_\_

Name \_\_\_\_\_

Date \_\_\_\_\_

Time \_\_\_\_\_

Walk-In \_\_\_\_\_

Will Pick Up \_\_\_\_\_

✓ Art of Inc. File

*Domestication*

LTD Partnership File \_\_\_\_\_

Foreign Corp. File \_\_\_\_\_

L.C. File \_\_\_\_\_

Fictitious Name File \_\_\_\_\_

Trade/Service Mark \_\_\_\_\_

Merger File \_\_\_\_\_

Art. of Amend. File \_\_\_\_\_

RA Resignation \_\_\_\_\_

Dissolution / Withdrawal \_\_\_\_\_

Annual Report / Reinstatement \_\_\_\_\_

✓ Cert. Copy \_\_\_\_\_

Photo Copy \_\_\_\_\_

Certificate of Good Standing \_\_\_\_\_

Certificate of Status \_\_\_\_\_

Certificate of Fictitious Name \_\_\_\_\_

Corp Record Search \_\_\_\_\_

Officer Search \_\_\_\_\_

Fictitious Search \_\_\_\_\_

Fictitious Owner Search \_\_\_\_\_

Vehicle Search \_\_\_\_\_

Driving Record \_\_\_\_\_

UCC 1 or 3 File \_\_\_\_\_

UCC 11 Search \_\_\_\_\_

UCC 11 Retrieval \_\_\_\_\_

Courier \_\_\_\_\_



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

February 6, 2006

CAPITAL CONNECTION

SUBJECT: THE MOTION PICTURE GROUP, INC.  
Ref. Number: W06000005795

**RE-SUBMIT**  
PLEASE OBTAIN THE ORIGINAL  
FILE DATE

We have received your document for THE MOTION PICTURE GROUP, INC. and your check(s) totaling \$128.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Articles of Domestication can't request an effective date. They are effective the date they started doing business in the state they were incorporated in. You need to delete any reference in the articles to an effective date.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6972.

Doris Brown  
Document Specialist  
New Filing Section

Letter Number: 806A00008542

**RE-SUBMIT**  
PLEASE OBTAIN THE ORIGINAL  
FILE DATE

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DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

06 FEB - 7 AM 11:25

**CERTIFICATE OF DOMESTICATION**

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DIVISION OF CORPORATION  
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The undersigned, Henri Kessler, President of The Motion Picture Group, Inc., a foreign corporation, in accordance with s.607.1801, Florida Statutes, does hereby certify:

1. The date on which corporation was first formed was October 3, 1988.
2. The jurisdiction where the above named 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 AFMN, Inc.
4. The name of the corporation, as set forth in its articles of incorporation, to be filed pursuant to s.607.0202 and 607.0401 with this certificate is The Motion Picture Group, 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 s.607.1801.

I am President of The Motion Picture Group, Inc. and am authorized to sign this Certificate of Domestication on behalf of the corporation and have done so this the 2<sup>nd</sup> day of February, 2006.

THE MOTION PICTURE GROUP, INC.

By:   
Henri Kessler, President

**ARTICLES OF INCORPORATION**  
**OF**  
**THE MOTION PICTURE GROUP, INC.**

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**ARTICLE I**

**Corporate Name and Principal Office**

The name of this corporation is **THE MOTION PICTURE GROUP, INC.** and its principal office is located at 447 Rugby Road, Brooklyn, New York 11226.

**ARTICLE III**

**General Nature of Business**

This corporation may engage in any activity or business permitted under the laws of the United States or of the State of Florida.

**ARTICLE IV**

**Capital Stock**

The aggregate number of shares of capital stock that this corporation shall be authorized to have outstanding at any one time shall be 100,000,000 million shares of common stock with a par value of \$0.001 per share and 10,000,000 million shares of preferred stock with a par value of \$0.001. Each share of issued and outstanding capital stock shall entitle the holder thereof to participate in all shareholder meetings, to cast one vote on each matter with respect to which shareholders have the right to vote, and to share ratably in all dividends and other distributions declared and paid with respect to the capital stock, as well as in the net assets of the corporation upon liquidation or dissolution.

**ARTICLE V**

**Initial Directors and Officers**

The names, addresses, and specific titles for the initial board of directors and officers are as follows:

Henri Kessler – Chairman, President, and Treasurer  
447 Rugby Road  
Brooklyn, NY 11228

Pliny Porter – Chief Executive Officer, Director  
6300 Wilshire Blvd., Suite 1460  
Los Angeles, CA 90048

Scott Franklin – Executive Vice President, Secretary, Director  
100-37 Baker Court  
Island Park, NY 11558

## ARTICLE VI

### Initial Registered Office and Agent

The street address of the initial registered office of the corporation shall be 325 Whitfield Avenue, Sarasota, Florida 34243 and the initial registered agent of the corporation at such address is Donald R. Mastropietro.

## ARTICLE VII

### Incorporator

The name and address of the corporation's incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
Donald R. Mastropietro	325 Whitfield Avenue Sarasota, FL 34243

## ARTICLE VIII

### By-Laws


The power to adopt, alter, amend or repeal by-laws of this corporation shall be vested in its shareholders and separately in its Board of Directors, as prescribed by the by-laws of the corporation.

## ARTICLE IX

### Indemnification

If in the judgment of a majority of the entire Board of Directors, (excluding from such majority any director under consideration for indemnification), the criteria set forth in 607.0850(1) or (2), Florida Statutes, as then in effect, have been met, then the corporation shall indemnify any director, officer, employee, or agent thereof, whether current or former, together with his or her personal representatives, devisees or heirs, in the manner and to the extent contemplated by 607.0850, as then in effect, or by any successor law thereto.

IN WITNESS WHEREOF, the undersigned has executed these Articles this 1st day of February, 2006.

  
Donald R. Mastropietro, Incorporator

**CERTIFICATE DESIGNATING  
REGISTERED AGENT**

Pursuant to the provisions of 48.091 and 607.0501, Florida Statutes, The Motion Picture Group, Inc., desiring to organize under the laws of the State of Florida, hereby designates Donald R. Mastropietro, an individual residing in the State of Florida, as its Registered Agent for the purpose of accepting service of process within such State and designates 324 Whitfield Avenue, Sarasota, Florida 34243, the business office of its Registered Agent, as its Registered Office.

THE MOTION PICTURE GROUP, INC.

By:   
Donald R. Mastropietro, Incorporator

**ACKNOWLEDGMENT**

I hereby accept the appointment as Registered Agent of the above named corporation, acknowledge that I am familiar with and accept the obligation imposed by Florida law upon that position, and agree to act as such in accordance with provisions of 48.091 and 607.0505, Florida Statutes.

  
Donald R. Mastropietro

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