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Florida Department of State  
Division of Corporations  
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To:

Division of Corporations  
Fax Number : (850)205-0381

From:

Account Name : EMPIRE CORPORATE KIT COMPANY  
Account Number : 072450003255  
Phone : (305) 634-3694  
Fax Number : (305) 633-9696

## FLORIDA PROFIT/NON PROFIT CORPORATION

**papaya studios, inc.**

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STATE OF FLORIDA  
TALLAHASSEE

(4)

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ARTICLES OF INCORPORATION OF

PAPAYA STUDIOS, INC.

ARTICLE I - NAME

The name of this Corporation is

PAPAYA STUDIOS, INC.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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ARTICLE II - DURATION

This Corporation shall exist perpetually commencing on the date these Articles are filed.

ARTICLE III - PURPOSE

This Corporation is organized for the transaction of any and all lawful purpose.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue five hundred shares of

\$1.00 par value, which said shares, shall be designated as "Common Shares"

ARTICLE V - INITIAL REGISTERED AND PRINCIPAL OFFICE AND AGENT

The street address of the initial registered and principal office

of the Corporation is:

1085 99<sup>TH</sup> STREET # 4  
BAY HARBOR, FL 33154

The name of the initial Registered Agent of this

Corporation is:

MICHAEL K. FISH, CPA  
7700 N. KENDALL DRIVE, STE.503  
MIAMI, FL 33156

HUBERT REINFELD

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**ARTICLE VI - INITIAL BOARD OF DIRECTORS**

This Corporation shall have one (3) initial director. The number of directors may increase from time to time by the By-Laws but shall never be less Than one (1). The name and address of the initial director of this Corporation is:

**HUBERT REINFELD**

**1085 99<sup>TH</sup> STREET # 4**

**BAY HARBOR, FL 33154**

**VLADIMIR MIHALKOV**

**1085 99<sup>TH</sup> STREET # 4**

**BAY HARBOR, FL 33154**

**EDWARD THOMAS**

**1085 99<sup>TH</sup> STREET # 4**

**BAY HARBOR, FL 33154**

**ARTICLE VII - INCORPORATOR**

The name and address of the person signing these Articles is:

**HUBERT REINFELD**

**1085 99<sup>TH</sup> STREET # 4**

**BAY HARBOR, FL 33154**

**ARTICLE VIII**

This Corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

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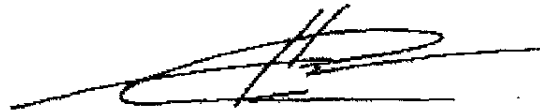
**ARTICLE IX - AMENDMENT**

This Corporation reserves the right to amend, rescind, or repeal any provisions contained in these Articles of Incorporation, and amendment thereof, and any right conferred upon the shareholders herein to this reservation.

**ARTICLE X - INDEMNIFICATION**

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned subscriber has executed These Articles of Incorporation this \_\_\_\_ day of August 2006.



HUBERT REINFELD

**ACKNOWLEDGEMENT:**

Having been named as Registered Agent to accept service of process for the above-stated Corporation, at a place designated in these Articles of Incorporation, I hereby agree to act in that capacity, to comply with the provisions of Florida Statutes Section 48.091 and any amendments thereto, and to comply with the Provisions of all other Statutes related to the proper and complete performance of my duties.

IN WITNESS WHEREOF, I have hereunto set my hand on this \_\_\_\_ day of August 2006.



HUBERT REINFELD

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