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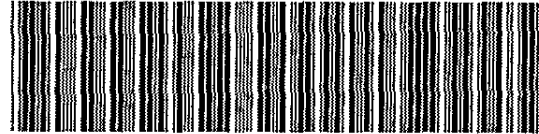
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2006 OCT -2 PM 1:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Astonishing Comics
c/o William Rucker
3908 West Mullen Avenue
Tampa, Florida 33609

September 29, 2006

Florida Department of State
Division of Corporations
PO Box 6327
Tallahassee, Florida 32314

RE: Filing for Astonishing Comics Articles of Incorporation

Dear Sir/Madame:

Please find enclosed the Articles of Incorporation for Astonishing Comics, with Registered Agent Designation, for filing with your office, as well as the filing fee in the amount of \$78.75, check number 1246.

Please process and file these Articles and return the certified copies to the above listed address as soon as possible.

Thank you for your attention to this matter.

Sincerely,

A handwritten signature in dark ink, appearing to read 'William Rucker', written over a horizontal line.

William Rucker

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
ASTONISHING COMICS, INC.**

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of the corporation shall be:

ASTONISHING COMICS, INC.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida Law.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of engaging in activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue 1,000 shares (common) of ONE Dollar(s) (\$1.00) par value Common Stock, which shall be designated "Common Shares".

1. The sum value of all the Capital Stock of the corporation that has been issued shall be stated capital of the corporation at any particular time.
2. The holders of the outstanding Capital Stock shall be entitled to receive, when and as declared by the Board of Directors, dividends, payable either in cash, in property, or in shares of the Capital Stock of the corporation.
3. If any of the Shareholders decides to sell its own share(s), the corporation shall have the first right to buy back the shares and hold as Treasury Stock. The second right will be to the holders of the outstanding Capital Stock in proportion to their existing holding of share(s).

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The principal office, if known, or the mailing address of the corporation is:

NAME: ASTONISHING COMICS, INC.
ADDRESS: 3908 W. MULLEN AVENUE
CITY: TAMPA, FL 33609 - 4427

The name and street address of the Initial Registered Agent of this Corporation is:

NAME: William Rocker
ADDRESS: 3908 W. MULLEN AVENUE
CITY: TAMPA, FL 33609 - 4427

ARTICLE VI - INITIAL BOARD OF 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 By-Laws, but shall never be less than one (1). The names and address of the initial director(s) of the corporation are as follows:

NAME: William Rocker - President & Director
ADDRESS: 3908 W. MULLEN AVENUE
CITY: TAMPA, FL 33609 - 4427

NAME: Stephen Solomon - Secretary & Director
ADDRESS: 3908 W. MULLEN AVENUE
CITY: TAMPA, FL 33609 - 4427

ARTICLE VII - INCORPORATORS

The name and addresses of the incorporators signing these Articles of Incorporation are as follows:

NAME: William Rocker
ADDRESS: 3908 W. MULLEN AVENUE
CITY: TAMPA, FL 33609 - 4427

NAME: Stephen Solomon
ADDRESS: 3908 W. MULLEN AVENUE
CITY: TAMPA, FL 33609 - 4427

ARTICLE VIII - SHAREHOLDER POWER


- 1. An affirmative vote of six tenths of the shares of the corporation shall be required for any shareholder action.**
- 2. The shareholders shall have the power to adopt, amend, alter, change or repeal the articles of incorporation when proposed and approved at a shareholder meeting, with not less than a six tenths vote of the common stock.**
- 3. The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms, and conditions that shall be fixed by the Board of Directors, such of the shares of the stock of this corporation as may be issued for money, or any property or service, from time to time, in addition to that stock authorized and issued by the corporation. The preemptive right of any holder is determined by the ratio of the authorized and issued shares of common stock held by the holder and all shares of common stock currently authorized and issued.**

ARTICLE IX - CUMULATIVE VOTING RIGHTS

The shareholders of this corporation shall be allowed to vote their shares cumulatively so as to give one shareholder as many votes as the number of directors to be elected multiplied by the number of the shareholder's shares, to distribute them among as many candidates as said shareholders may wish. Notice must be given in writing by any shareholder to the President of said corporation not less than 72 hours prior to the time set for the holding of a shareholder's meeting for the election of directors that said shareholder intends to cumulatively vote his or her shares at said election.

The undersigned incorporator(s) has(have) executed these Article of Incorporation this

28th day of September 2006.



William C. Rocker



Stephen Solomon

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

Before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared William Rocker and Stephen Solomon who acknowledged and executed before these Articles of Incorporation. IN WITNESS WHEREFOR, I have hereunto affixed my hand and seal, in the State and County aforesaid, this 28th day of September, 2006.





(Notary Public, State of Florida)

**CERTIFICATE AND ACKNOWLEDGMENT
OF REGISTERED AGENT
OF
ASTONISHING COMICS, INC.**

*** * * * ***

Pursuant to the provisions of sections 48.091 or 607.0501, the following is submitted:

The above corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation at 3908 W. Mullen Avenue, Tampa, Florida 33609 - 4427 has named WILLIAM ROCKER, located at the aforesaid address, as its Registered Agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named as Registered Agent to accept service of process for the above stated corporation at the place designated in this certificate, and being familiar with the obligations of that position, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida Law in keeping said office open.


William Rocker, Registered Agent

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TALLAHASSEE, FLORIDA