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TALLAHASSEE, FLORIDA

VH

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VALIDATION ONLY

3/27

Requestor's Name
Barry Alan Wilen
Address
4601 Sheridan St. #208
Hollywood FL 33021
City State ZIP Phone
(954) 966-0011 H

CORPORATION(S) NAME

Grandview Avenue Pictures, Inc.

- () Profit () NonProfit () Amendment () Merger () Foreign () Dissolution () Mark () Limited Partnership () Annual Report () Other Domestication () Reinstatement () Reservation () Change of Registered Agent () Certified Copy () Photo Copies () Certificate Under Seal () Call When Ready () Call If Problem () After 4:30 () Walk In () Will Wait () Pick Up () Mail Out

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CERTIFICATE OF DOMESTICATION

The undersigned, Arthur Goldblatt, President,
(Name) (Title)

of Grandview Avenue Pictures, Inc. a foreign corporation,
(Corporation Name)

in accordance with s. 607.1801, Florida Statutes, does hereby certify:

1. The date on which corporation was first formed was August 3, 1989.
2. The jurisdiction where the above named corporation was first formed, incorporated, or otherwise came into being was California.
3. The name of the corporation immediately prior to the filing of this Certificate of Domestication was Grandview Avenue Pictures, 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 Grandview Avenue Pictures, Inc.
5. The jurisdiction that constituted the seat, siege social, or principal place of business of the corporation, or any other equivalent jurisdiction under applicable law, immediately before the filing of the Certificate of Domestication was California.
6. Attached are Florida articles of incorporation to complete the domestication requirements pursuant to s. 607.1801.

I am President, of Grandview Avenue Pictures, Inc.

and am authorized to sign this Certificate of Domestication on behalf of the corporation and have done so this the 25th day of MARCH, 2008.

Arthur Goldblatt
(Authorized Signature)

F07-2374

Filing Fee:

Certificate of Domestication	\$50.00
Articles of Incorporation and Certified Copy	\$78.75
Total to domesticate and file	\$128.75

ARTICLES OF INCORPORATION
OF
GRANDVIEW AVENUE PICTURES, INC.

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TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is Grandview Avenue Pictures, Inc.

ARTICLE II - ADDRESS

The principal place of business is:

Arthur Goldblatt
7143 Vesuvio Place
Boynton Beach, FL. 33437

ARTICLE III - DURATION

This corporation shall have perpetual existence.

ARTICLE IV - PURPOSE

This corporation is organized for the purpose of engaging in any lawful act and all other activities permitted under the laws of the United States and under the laws of the State of Florida and for the purpose of transacting any and all lawful business for which corporations may be incorporated under Chapter 607 of the Florida Statutes.

ARTICLE V - CAPITAL STOCK

This corporation is authorized to issue ten thousand (10,000) shares of One and No/100 (\$1.00) Dollar par value common stock, which shall be designated "Common Shares".

ARTICLE VI - INITIAL REGISTERED AGENT

The name of the initial registered agent of this corporation is Barry Alan Wilen, Esq.

ARTICLE VII - INITIAL REGISTERED OFFICE

The street address of the initial registered office of this corporation is:

Barry Alan Wilen, P.A.
4601 Sheridan St.
Ste. 208
Hollywood, FL. 33021

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of director(s) may be increased or decreased from time to time by the By-Laws but shall never be less than one. The name and addresses of the initial director of this corporation are:

Arthur Goldblatt
7143 Vesuvio Place
Boynton Beach, FL. 33437

ARTICLE IX - INCORPORATOR

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

Arthur Goldblatt
7143 Vesuvio Place
Boynton Beach, FL. 33437

ARTICLE X - BY-LAWS

By-Laws may be repealed or amended, and new By-Laws may be adopted, by either the Board of Directors or the Shareholders but the Board of Directors may not amend or repeal any By-Laws adopted by the Shareholders if the Shareholders specifically provide such By-Law is not subject to amendment or repeal by the Directors.

ARTICLE XI- APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER

The approval of a majority of the Shareholders of the Corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

ARTICLE XII - INDEMNIFICATION

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

ARTICLE XIII - PREFERENCES, LIMITATIONS AND RELATIVE RIGHTS OF SHARES OF CAPITAL STOCK

Section 1. The holders of records of the common shares of this corporation shall be entitled to dividends at such times as the corporation is authorized to pay dividends.

Section 2. Right Upon Liquidation or Dissolution. In the event of any voluntary or involuntary liquidation, dissolution or winding up of this corporation, the holders of record of the

outstanding common shares shall be paid from the remaining assets of this corporation ratably.

Section 3. Voting Rights. Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE XIV - AMENDMENTS

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendments thereto, and any rights conferred upon the shareholders is subject to this reservation.

ARTICLE XV - DIRECTOR'S COMPENSATION

The shareholders of this corporation shall have the exclusive authority to fix the compensation of the directors of this corporation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 25th day of MARCH, 2008.

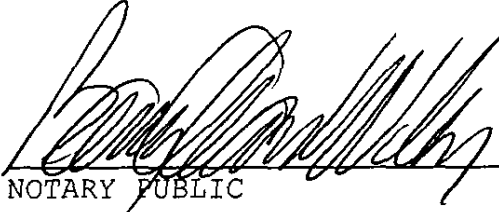

Arthur Goldblatt

STATE OF FLORIDA


COUNTY OF BROWARD

BEFORE ME, a Notary Public, authorized to take acknowledgments in the State and County set forth above, personally appeared **Arthur Goldblatt**, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid this 25 day of MARCH, 2008.


NOTARY PUBLIC

My Commission Expires:

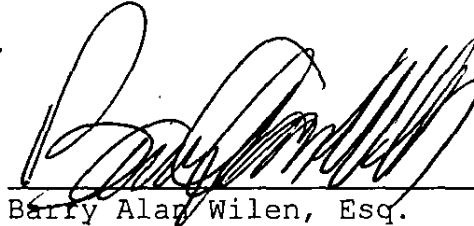
NOTARY PUBLIC-STATE OF FLORIDA
 Barry Alan Wilen
Commission #DD661225
Expires: MAY 23, 2011
BONDED THRU ATLANTIC BONDING CO., INC.

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

The undersigned, having been appointed as Registered Agent for the above named corporation, hereby consents to said appointment and agrees to serve as same for said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this

25 day of MARCH, 2008.



Barry Alan Wilen, Esq.

Prepared by:
BARRY ALAN WILEN, P.A.
4601 Sheridan Street, Suite 208
Hollywood, Florida 33021
(954) 966-0011

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