

**Electronic Articles of Incorporation
For**

P08000051670
FILED
May 23, 2008
Sec. Of State
palford

PHANTASMIC ENTERTAINMENT, INC.

The undersigned incorporator, for the purpose of forming a Florida profit corporation, hereby adopts the following Articles of Incorporation:

Article I

The name of the corporation is:

PHANTASMIC ENTERTAINMENT, INC.

Article II

The principal place of business address:

7701 IGUANA DRIVE
SARASOTA, FL. US 34241

The mailing address of the corporation is:

7701 IGUANA DRIVE
SARASOTA, FL. US 34241

Article III

The purpose for which this corporation is organized is:

ANY AND ALL LAWFUL BUSINESS.

Article IV

The number of shares the corporation is authorized to issue is:

300 MILLION

Article V

The name and Florida street address of the registered agent is:

CARL SMITH
7701 IGUANA DRIVE
SARASOTA, FL. 34241

I certify that I am familiar with and accept the responsibilities of registered agent.

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Registered Agent Signature: CARL SMITH

Article VI

The name and address of the incorporator is:

CARL SMITH
7701 IGUANA DRIVE

SARASOTA, FL 34241

Incorporator Signature: CARL SMITH

Article VII

The initial officer(s) and/or director(s) of the corporation is/are:

Title: D
CARL SMITH
7701 IGUANA DRIVE
SARASOTA, FL. 34241 US

Title: D
HOWARD DAVIDSMEYER
7701 IGUANA DRIVE
SARASOTA, FL. 34241 US