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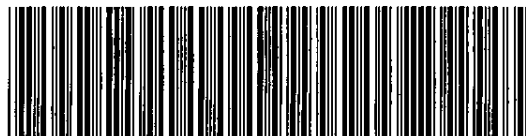
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LAW OFFICES
MICHAEL KAHN, P.A.
482 NORTH HARBOR CITY BLVD.
MELBOURNE, FLORIDA 32935

MICHAEL KAHN

TELEPHONE
(321) 242-2564
TELEFAX
(321) 254-2127

January 29, 2010

Florida Department of State
Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Digital Zoetrope Productions, Inc.

Dear Sir or Madam:

Enclosed please find the original and one copy of the Articles of Incorporation for the above referenced entity along with a check for seventy (\$70.00), the fee for filing of said document.

Please file the Articles of Incorporation with the Secretary of State on the date of delivery or as soon thereafter as possible and return confirmation documentation via facsimile transmission and U.S. Mail at your earliest opportunity. I have enclosed a self addressed, stamped envelope for your convenience.

If you need further information, please do not hesitate to contact me.

Very truly yours,



Michael Kahn

/mc
cc: Client
enclosures: as stated

ARTICLES OF INCORPORATION
OF
DIGITAL ZOETROPE PRODUCTIONS, INC.

I, THE UNDERSIGNED, do hereby execute these Articles of Incorporation for the purposes of forming and becoming a corporation for profit under the Florida General Corporation Act, and do hereby certify that I have become such a corporation under and pursuant to the following Articles of Incorporation.

ARTICLE I - NAME

The name of this corporation is Digital Zoetrope Productions, Inc.

ARTICLE II - DURATION

The term of existence of the Corporation is perpetual.

ARTICLE III - PURPOSE

The general purpose for which the Corporation is organized is any and all lawful business for which corporations may be incorporated under Chapter 607 of the Florida Statutes (1989).

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue one hundred (100) shares of capital stock with a par value of one dollar (\$1.00) per share. These shall be designated "Common Shares". The sum of the par value of all shares of capital stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time.

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ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The Board of Directors of the corporation shall consist of at least one (1) member.

The name and address of the first Board of Directors is:

Michael Misconi.
1571 Whitman Dr.
W. Melbourne, Florida 32904

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT


The street address of the initial registered agent of this corporation is 482 North Harbor City Blvd., Melbourne, Florida, 32935 and the name of the initial registered agent of this corporation is Michael Kahn, Esq.

ARTICLE VIII - INCORPORATOR

The name and address of the initial incorporator, who is signing these Articles is:

Michael Misconi
1571 Whitman Dr.
W. Melbourne, Florida 32904

IN WITNESS WHEREOF, the undersigned incorporator has made, subscribed and acknowledged these Articles of Incorporation on this 25 day of January, 2010.


Michael Misconi

STATE OF FLORIDA

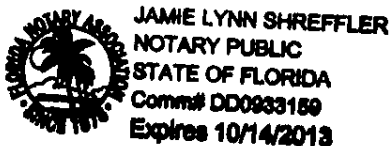
COUNTY OF BREVARD

BEFORE ME, the undersigned authority, this day personally appeared, Michael Misconi, to me well known and known to me to be the person described in and who executed the foregoing Articles of Incorporation, and he acknowledged, before me, that he executed the same and subscribed to the same for the purpose therein expressed.

WITNESS my hand and official seal at Melbourne, Brevard County, Florida, this 25th day of January, 2010.

(Notarial Seal)


Notary Public, State of Florida



**CERTIFICATE DESIGNATING REGISTERED AGENT UPON
WHOM PROCESS MAY BE SERVED WITHIN THIS STATE**

In pursuance of Chapter 48.091 of the Florida Statutes, the following is submitted,
in compliance with said Act:

FIRST, that Digital Zoetrope Productions, Inc., a Florida Corporation qualified to do
business under the laws of this State, with its principal office at 1571 Whitman Dr., West
Melbourne, Florida, 32904, appointed Michael Kahn, Esq., as its agent to accept service
of process within the State.

Having been named to accept service of process for the above stated Corporation,
at the place designated in this certificate, I hereby comply with the provisions of said Act
relative to keeping open said office.



Michael Kahn, Esq.
Registered Agent

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