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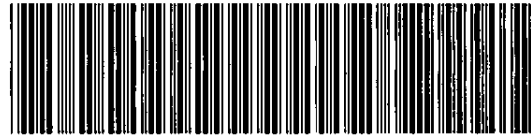
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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APPROVED
AND
FILED

1/1

THE LAW OFFICE OF
LYNN W. MARTIN
ATTORNEY AND COUNSELOR AT LAW

LYNN W. MARTIN, ESQUIRE
Admitted in Florida and Georgia

Reply to:
4711 U.S. Highway, Suite C-4
Orange Park, Florida 32003
(904) 213-8056
(904) 213-8059 facsimile
attorneylmartin@aol.com

Traffic Tickets
Criminal Law
Personal Injury Law
Family Law

August 16, 2011

Division of Corporations
Registration Section
P.O. Box 6327
Tallahassee, FL 32314

Re: **ROARSHACK STUDIOS, INC.**

To Whom It May Concern:


Please find enclosed a check made payable to the Florida Department of State in the amount of Seventy eight dollars and seventy-five cents (\$78.75). Please file the enclosed Articles of Incorporation with your office, and please return a certified copy of same and any other correspondence to the mailing address listed below:

Lynn W. Martin, Esquire
Law Offices of Lynn W. Martin
4711 Highway 17, Ste. C4
Orange Park, FL 32003

If you have any questions or for any further information concerning this matter, please contact:

Lynn W. Martin, at (904) 213-8056

Sincerely,


Lynn W. Martin

LWM

ARTICLES OF INCORPORATION
OF
ROARSHACK STUDIOS, INC.
(a Florida corporation)

APPROVED
AND
FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation under Chapter 607, Florida Statutes, under the Laws of the State of Florida.

ARTICLE I
NAME OF CORPORATION

The name of the corporation shall be ROARSHACK STUDIOS, INC.

ARTICLE II
NATURE OF BUSINESS

The general nature of the business to be transacted by the corporation is any and all activities or business permitted under the laws of the United States and the State of Florida, including:

- (1) To sue and be sued, complain, and defend its corporate name;
- (2) To have a corporate seal, which may be altered at will and to use it or a facsimile of it, by impressing or affixing it or in any other manner producing it;
- (3) To purchase, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal with real and personal property or any legal or equitable interest in property wherever located;
- (4) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, and otherwise dispose of all or any part of its property;

(5) To lend money to, and use its credit to assist, its officers and employees in accordance with §607.0833;

(6) To purchase, receive, subscribe for, or otherwise acquire, own, hold, vote, use, sell, mortgage, lend, pledge, or otherwise dispose of; and deal in and with share or other interests in, or obligations of, any other entity;

(7) To make contracts and guarantees, incur liabilities, borrow money, issue its notes, bonds, and other obligations (which may be convertible into or include the option to purchase other securities of the corporation), and secure any of its obligations by mortgage or pledge of any of its property, franchisees, and income and make contracts of guaranty and surety ship which are necessary or convenient to the conduct, promotions, or attainment of the business of a corporation the majority of the outstanding stock of which is owned, directly or indirectly, by the contracting corporation; a corporation which owns, directly or indirectly, a majority of the outstanding stock of the contracting corporation; or a corporation the majority of the outstanding stock of which is owned, directly or indirectly, by a corporation which owns, directly or indirectly, the majority of the outstanding stock of the contracting corporation, which contracts of guaranty and surety ship shall be deemed to be necessary or convenient to the conduct, promotions, or attainment of the business of the contracting corporation, and make other contracts of guaranty and surety ship which are necessary or convenient to the conduct, promotion, or attainment of the business of the contracting corporation;

(8) To lend money, invest and reinvest its funds, and receive and hold real and personal property as security for repayment;

(9) To conduct its business, locate offices, and exercise the powers granted by this act within or without this state;

(10) To elect directors and appoint officers, employees, and agents of the corporation and define their duties, fix their compensation, and lend them money and credit;

(11) To make and amend bylaws, not inconsistent with its articles of incorporation of with the laws of this state, for managing the business and regulating the affairs of the corporation;

(12) To make donations for the public welfare or for charitable, scientific, or educational purposes;

(13) To transact any lawful business that will aid governmental policy;

(14) To make payments or donations or do any other act not inconsistent with law that furthers the business and affairs of the corporation;

(15) To pay pensions and establish pension plans, pension trusts, profit sharing plans, share bonus plans, share option plans, and benefit or incentive plans for any or all of its current or former directors, officers, employees, and agents and for any or all of the current or former directors, officers, employees, and agents of its subsidiaries;

(16) To provide insurance for its benefits on the life of any of its directors, officers, or employees, or on the life of any shareholder for the purpose of acquiring at his death shares of its stock owned by the shareholder or by the spouse or children of the shareholder; and

(17) To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other entity.

ARTICLE III CAPITAL STOCK

The maximum number of shares of stock that the corporation is authorized to have outstanding at any one time is:

1000 shares of common stock at One Dollar

(\$1.00) par value, with pre-emptive rights.

A. Shareholders of the corporation shall have pre-emptive rights to acquire their pro rata share of stock of the corporation for all issues of any class of stock of the corporation no matter when authorized, and for whatever consideration is contemplated to be received by the corporation, included but not limited to cash, other property, services, the acquisition of other corporations shares or property through merger or the extinguishment of debts. Pre-emptive rights shall apply to the re-issuance of all redeemed or to otherwise acquire shares, including the re-issuance of treasury shares.

B. This article pertaining to pre-emptive rights may not be amended or deleted without the unanimous vote of the shareholders of each affected class.

C. No issue of stock of the corporation shall take place unless the prices at which the stock is to be issued shall be unanimously approved by the shareholders of each affected class.

D. No issue of stock of the corporation shall take place unless the price at which the stock is to be issued shall be unanimously approved by the shareholders of the corporation.

E. Sub-Chapter S - The Board of Directors is authorized to issue "Section 1244 Stock", as defined by Section 1244 of the Internal Revenue Code.

**ARTICLE IV
INITIAL CAPITAL**

The amount of capital with which this corporation will begin business is not less than One Thousand Dollars (\$1,000.00).

**ARTICLE V
PRINCIPAL PLACE OF BUSINESS**

The initial street address in this State of the principal office of this corporation is 183 Blanding Blvd, Orange Park, Florida 32073. The Board of Directors may, from time to time, move the principal office to any other address in Florida.

**ARTICLE VI
DIRECTORS**

This corporation shall have not less than two (2) directors initially. The number of directors may be increased from time to time by the By-Laws adopted by the stockholders.

**ARTICLE VII
INITIAL DIRECTORS**

The name and street address of the two members of the first Board of Directors are:

Brenda Taylor
President/Treasurer/Secretary
2583 Catawba Ridge Court
Orange Park, Florida 32065

Leland Taylor
Vice President
2583 Catawba Ridge Court
Orange Park, Florida 32065

**ARTICLE VIII
SUBSCRIBERS**

The number of shares of stock which the incorporators agree to take and the value of the consideration therefore are:

Brenda Taylor 1000 shares at the value of \$1,000

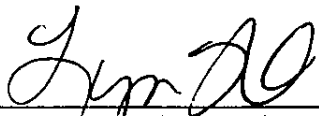
**ARTICLE IX
TERM OF EXISTENCE**

This corporation shall exist perpetually.

**ARTICLE X
REGISTERED AGENT**

The initial designation of the registered office of this corporation shall be the Law Offices of Lynn W. Martin, Inc., 4711 Highway 17, Ste. C4, Orange Park, FL 32003 and the registered agent shall be Lynn W. Martin, Esquire.

Pursuant to Florida Statutes, Section 607.0501 and 607.0502, having been named to accept process for the above stated corporation, at the place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

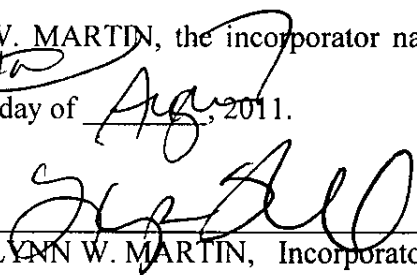


Lynn W. Martin, Esquire
Registered Agent

**ARTICLE XI
AMENDMENTS**

The Articles of Incorporation may be amended in the manner provided by law. Every Amendment shall be approved by the Board of Directors, proposed by them to the Stockholders, and approved at the stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, LYNN W. MARTIN, the incorporator named above, have hereunto set their hands and seals this 4th day of August, 2011.



LYNN W. MARTIN, Incorporator
4711 US Highway 17, Suite C4
Orange Park, Florida 32003

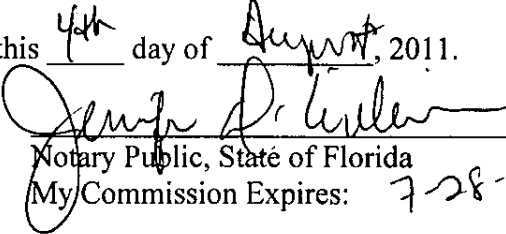
STATE OF FLORIDA

COUNTY OF CLAY

Before me, the undersigned authority, personally appeared, LYNN W. MARTIN, known to me and well known to me to be the individual described in the foregoing, and who acknowledged before me that he is the person described in the foregoing Articles of Incorporation and he has subscribed to those Articles of Incorporation.

Witness my hand and official seal this 4th day of August, 2011.


JENNIFER D. WILLIAMS
Notary Public, State of Florida
My Comm. Expires July 28, 2015
Commission No. EE 118710



Notary Public, State of Florida
My Commission Expires: 7-28-2015

The Articles of Incorporation may be amended in the manner provided by law. Every Amendment shall be approved by the Board of Directors, proposed by them to the Stockholders, and approved at the stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, BRENDA TAYLOR, the incorporator named above, have hereunto set their hands and seals this 4th day of August, 2011.


BRENDA TAYLOR, Incorporator


STATE OF FLORIDA

CLAY COUNTY

Before me, the undersigned authority, personally appeared, BRENDA TAYLOR, known to me and well known to me to be the individual described in the foregoing, and who acknowledged before me that he is the person described in the foregoing Articles of Incorporation and he has subscribed to those Articles of Incorporation.

Witness my hand and official seal this 4th day of August, 2011.

JENNIFER D. WILLIAMS
Notary Public, State of Florida
My Comm. Expires July 28, 2015
Commission No. EE 116710


Notary Public, State of Florida
My Commission Expires: 7-28-15

**CERTIFICATE FOR DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THE STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.**

In pursuance of Chapter 48.091, Fla. Stat., the following is submitted in compliance with said Act:

That ROARSHACK STUDIOS, INC., is organized under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation in the City of Orange Park, County of Clay, State of Florida, and has named Lynn W. Martin, Esquire located at 4711 Highway 17, Ste. C4, City of Orange Park, County of Clay, State of Florida 32003 as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at place designated in the certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

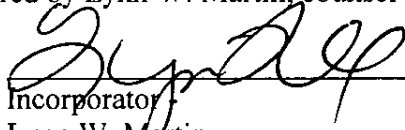

LYNN W. MARTIN, ESQUIRE
Registered Agent

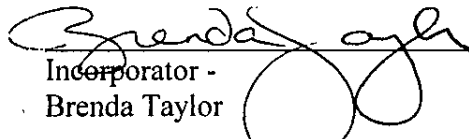
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The seal, an impression of which appears in the margin of this consent was adopted as the Corporate Seal of the Corporation.

The Secretary was authorized to complete the membership role in the form adopted and attached hereto.

The appropriate Officers of the Corporation are authorized to pay, in full, from the Corporate funds, the expense of organizing the Corporation approval for payment being given to the statement for professional services rendered by Lynn W. Martin, counsel for the Corporation.


Incorporator
Lynn W. Martin


Incorporator -
Brenda Taylor

A true copy of each of the foregoing papers referred to in the foregoing is appended hereto:

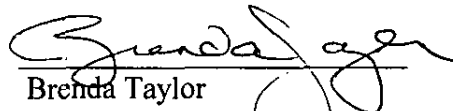
Articles of Incorporation
By-Laws
Resolution Designating Depository of Funds

**WAIVER OF NOTICE OF ORGANIZATION MEETING
OF DIRECTORS AND INCORPORATORS
OF
ROARSHACK STUDIOS, INC.**

We, the undersigned, being all of the Directors and Incorporators named in the Articles of Incorporation of the above-described corporation, do hereby waive all notice of the Organization Meeting of the above-described Corporation. We further hereby agree and consent that the Organization Meeting of the Board of Directors be held on the date and at the time and place stated below for the purpose of adopting by-laws, electing officers and transacting such other business as may come before the meeting.

Place of meeting: TBA
Date of meeting: TBA
Time of meeting: TBA

DATED: 8/4/11


Brenda Taylor
President/Director/Incorporator