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1/31/95

FLORIDA DIVISION OF CORPORATIONS

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TO: DIVISION OF CORPORATIONS

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DOCUMENT TYPE:

FLORIDA PROFIT CORPORATION OR P.A.

NAME: ROLOMOTION, INC.

FAX AUDIT NUMBER: H95000001232

CURRENT STATUS: REQUESTED

DATE REQUESTED: 01/31/1995

TIME REQUESTED: 12:00:39

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
ROLOMOTION, INC.

ARTICLE I - NAME

The name of this corporation is Roloemotion, Inc.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of the filing.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of \$1.00 par value common stock which shall be designated as "Common Shares".

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his prorata 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 REGISTERED OFFICE AND AGENT

The street address of the initial registered office this corporation is 3 Columbia Court, Deerfield Beach, Florida 33073 and the name of the initial registered agent of this corporation at that address is Scott Cirillo.

ARTICLE VII - CORPORATE OFFICE

The initial corporate office is located at 3 Columbia Court, Deerfield Beach, Florida 33073 and such other addresses as may be

Joseph L. Schneider, P.A.
1720 Harrison Street, Suite 1820
Hollywood, Florida 33020
305/925-6166
FL Bar No. 255335

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subsequently decided by the Board of Directors.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

The corporation shall initially have one (1) Director. 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.

The name and address of the initial Director is:

Scott Cirillo
3 Columbia Court
Deerfield Beach, FL 33073

ARTICLE IX - INCORPORATOR

The name and address of the Incorporator signing these Articles is:

Scott Cirillo
3 Columbia Court
Deerfield Beach, FL 33073

ARTICLE X - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

ARTICLE XI - RESTRICTIONS ON TRANSFER OF STOCK

Shares of capital stock of this corporation shall be issued initially to the following persons and in the amounts set opposite their names:

Scott Cirillo	100%
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ARTICLE XII - CALLING OF SPECIAL MEETINGS

Special Meetings of Shareholders may be called by written

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notice delivered to each shareholder five (5) business days prior to the meeting date.

ARTICLE XIII - SHAREHOLDER QUORUM AND VOTING

Fifty-one percent (51%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

If a quorum is present, the affirmative vote of fifty-one percent (51%) of the shares represented at the meeting are entitled to vote on the subject matter shall be the act of the shareholder.

ARTICLE XIV - MANAGEMENT OF CORPORATION BY DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the director of the Board of Directors of this corporation.

ARTICLE XV - COMPENSATION

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

ARTICLE XVI - NO REMOVAL OF DIRECTORS

The shareholders of this corporation shall not be entitled to remove any director from office during his or her term.

ARTICLE XVII - DIRECTOR QUORUM AND VOTING

A majority of the directors shall constitute a quorum for a meeting of directors. If a quorum is present, the affirmative vote of a majority of the directors present shall be the act of the Board of Directors.

ARTICLE XVIII - MEETINGS BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in meetings of the Board of Directors by means of conference telephone as provided by law.

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ARTICLE XIX - ACTION BY DIRECTORS WITHOUT A MEETING

The Directors of this corporation may take action by written consent, as provided by law.

ARTICLE XX - DIVIDENDS

Dividends may be paid to shareholders (only out of the unreserved and unrestricted earned surplus of the corporation). Dividends payable in shares of any class may be paid to the holders of shares of any other class.

ARTICLE XXI - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 30th day of January, 1995.

Scott Cirillo

Scott Cirillo
Incorporator

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity. I further agree to comply with the provisions of all Statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

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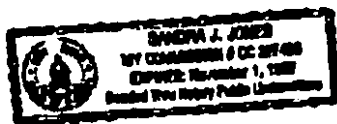
Dated: Jan 30, 1995.

Scott Cirillo

Scott Cirillo
Registered Agent

STATE OF FLORIDA)
)
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this 30th day of January, 1995, by Scott Cirillo, who is personally known to me, or who produced FL DRIVER'S LICENSE as identification, and who did take an oath.



Sherna J. Jones
NOTARY PUBLIC, STATE OF FLORIDA

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