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Transmittal letter

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

65 JAN 12 PM 1:10

SUBJECT: REEL ANIMALS, INC.

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-01/22/86--01059--008
****122.50 ****122.50

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:

_____ \$70.00
Filing Fee

_____ \$78.75
Filing Fee
& Certificate

X _____ \$122.50
Filing Fee
& certified Copy

_____ \$131.25
Filing Fee,
Certified Copy
& Certificate

FROM: MICHAEL J. MURACO.

Name (printed or typed)

14673 TRADERS PATH DR.

Address

ORLANDO, FL. 32837.

City, State, & Zip

407-456-1861

Daytime Telephone Number

AL JAN 24 1995

NOTE: PLEASE PROVIDE THE ORIGINAL AND ONE COPY OF THE ARTICLES.

**ARTICLES OF INCORPORATION
OF
REEL ANIMALS, INC.**

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STATE
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The Undersigned subscribers to these Articles of Incorporation, each a natural person, competent to contract, hereby associate themselves together to form a Corporation for profit under the Laws of the State of Florida; and further do agree to the following condition of said Corporation:

ARTICLE I :

The name of this Corporation shall be:

REEL ANIMALS, INC.

and its business shall be carried in Orange County, Florida and also within and without the State of Florida, and in The United State of America and foreign countries as may from time to time be deemed desirable or expedient.

ARTICLE II : NATURE OF BUSINESS.

The general nature of business to be transacted by this Corporation and the objects and purposes thereof are as follows:

1. The nature of the business and the objects and purposes to be transacted, promotes or carried on by this Corporation are to engage in any lawful act or activity for which Corporations may be organized, under the Corporation Act of the State of Florida.

2. To maintain offices in connection with said business and where necessary, to build or construct new facilities or additions and alterations to existing facilities in connection with its business.

3. To buy, sell, manufacture repair, alter and change, let or hire, export or deal in all kinds of articles and things which may be required for the purposes of any of said business, or commonly supplied or dealt in by persons engaged in any such business, or which may seem capable of being profitably dealt with in connection with any of the said business.

4. To engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE III : CAPITAL STOCK

The maximum number of shares of stock that the Corporation is authorized to have outstanding at any time shall be 1000 shares no par value common stock.

The capital stock may be paid for in property, labor or services at a just valuation, to be fixed by the Incorporators or by the Directors at a meeting called for such purpose or at the organization meeting.

Property, labor or services may also be purchased or paid for with the capital stock at a just valuation of said property, to be fixed by the Directors of the Company. Stock in other corporations or going businesses may be purchased by the Corporation, in return for the issuance of its capital stock, and said purchases shall be on such basis for such consideration and the issuance of so much of the capital stock as the Directors of the company may decide.

ARTICLE IV: INITIAL CAPITAL

The amount of capital with which this Corporation will begin business is \$1,000.00 Dollars.

ARTICLE V: TERMS OF EXISTENCE

This Corporation shall be in perpetual existence unless dissolved by action of law or by vote of the stockholders.

ARTICLE VI: ADDRESS

This initial post office address of this Corporation in the State of Florida is: 14673 Traders Path Drive, Orlando, Florida 32837

ARTICLE VII: DIRECTORS

This Corporation shall have no less than one Director, who need not be stockholders. The number of Directors may be increased from time to time as the stockholders desire, in accordance with the By-Law here of, but at no time shall there be a number less than one(1).

ARTICLE VIII:

The names and post office addresses of the First Board of Directors and Officers of this Corporation are as follows:

President:	Michael J. Muraco 14673 Traders Path Dr. Orlando, FL 32837
Vice-President:	Michael J. Muraco 14673 Traders Path Dr. Orlando, FL 32837
Treasure	Michael J. Muraco 14673 Traders Path Dr. Orlando, FL 32837
Secretary:	Michael J. Muraco 14673 Traders Path Dr. Orlando, FL 32837
Directors:	Michael J. Muraco 14673 Traders Path Dr. Orlando, FL 32837

ARTICLE IX: SUBSCRIBERS

The name and post office address of each subscriber to these Article of Incorporation, the number of shares of stock each agree to take, and the Value of the consideration paid therefor are as follows:

Name	Address	No. of Amount Of Shares Paid
Michael J. Muraco	14673 Traders Path Dr. Orlando, FL 32837	1000

ARTICLES X : AMENDMENT

These 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 a stockholder's meeting by a majority of the voting shares.

ARTICLE XI: POWERS OF THE BOARD OF DIRECTORS.

In furtherance and not limitation of the power conferred by Statute, the Board of Directors is expressly authorized:

1. To make, alter, amend or repeal the By-Laws of the Corporation.
2. To fix the amount to be reserved as working capital and to authorize and cause to be executed mortgages, liens upon the property, and franchise of this Corporation.
3. If the By-Laws so provide, to designate by resolution one or more of their number to constitute an executive Committee, which Committee, to the extent provided in the resolution or in the By-Law of the Corporation, shall have and may exercise any or all of the powers of the Board of Directors in the management of the Business, affairs and property of the Corporation, during the intervals between the meetings of the Board of Directors, so far as may be permitted by law.

ARTICLE XII: RESTRICTIONS ON STOCK TRANSFERS

The restrictions upon the transfer of shares of stock of any class are as follows:

Any stockholder, including the heirs, assigns, executors, or administrators of a deceased stockholder, desiring to sell or transfer such stock owned by him or them shall first offer it at the corporation through the Board of Directors in the following manner: He shall notify the Directors of his desire to sell or transfer by notice in writing in which notice shall contain the price of which he is willing to sell or transfer and the name of one arbitrator. The Directors shall within thirty days thereafter either accept the offer or by notice to him in writing name a second arbitrator, and these two shall name a third; it shall then be the duty of the arbitrators to ascertain the value of the stock, and if any arbitrators shall neglect or refuse to appear at any meeting appointed by the arbitrators, a majority may act in the absence of such arbitrator.

After the acceptance of the offer, or the report of the arbitrators as to the value of the stock, the Directors have thirty days within which to purchase the same at such valuation, but if at the expiration of thirty days, the corporation shall not have exercised the right to purchase, the owner of the stock shall be at liberty to dispose of the same in the manner he may see fit. No shares of stock shall be sold or transferred on the books of the Corporation until these provisions have been complied with, but the Board of Directors may in any particular instance waive the requirements.

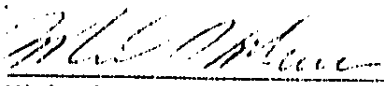
ARTICLE XIII: INITIAL REGISTERED OFFICE AND AGENT

The initial Registered Office and Registered Agent of the Corporation is:

Michael J. Muraco
14673 Traders Path Dr.
Orlando, FL 32837

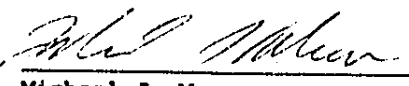
IN WITNESS WHEREOF, we hereunto set our hand(s) and seal this 10th day of January, 1996.

SECRET
DIVISION OF STATE
CORPORATIONS
96 JAN 22 PM 1:11



Michael J. Muraco
14673 Traders Path Dr.
Orlando, FL 32837

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

In compliance with Chapter 48.091, Florida Statutes, the following is submitted in compliance with said ACT: Michael J. Muraco, desiring to organize under the laws of the State of Florida, with its principal place of business as indicated in the Articles of Incorporation at the City of Orlando, Florida, Orange County, has named, Michael J. Muraco as its agent to accept service of process within Florida.


Michael J. Muraco
14673 Traders Path Dr.
Orlando, FL 32837

Michael J. MuracoCrista L. Cooper, having been named to accept service of process for the above stated corporation, at the place designated in this Certificate. I hereby accept to act in this capacity, and I further agree to comply with the provisions of all Statutes relative to the proper and complete performance of my duties.


Michael J. Muraco
14673 Traders Path Dr.
Orlando, FL 32837

Dated January 18, 1996 at Orlando, Florida