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Department of State
Division of Corporations
Bureau of Corporate Records
P.O. Box 6327
Tallahassee, FL 32301

RE: UNIVERSAL CAPITAL STUDIOS, INC. - Our File No. 2102

Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation bearing the signed acceptance of the designated registered agent together with our check for \$70.00 to cover the filing fees. The copy is to be marked "FILED" and returned to me. Thank you.

Very truly yours,

CHARLES J. KANE
For the Firm

Encs.

FEB 16 1996

BSB

FILED
96 FEB 12 AM 10:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

FILED

of

96 FEB 12 AM 10:15

UNIVERSAL CAPITAL STUDIOS, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, of legal age, hereby forms this corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of this corporation shall be: UNIVERSAL CAPITAL STUDIOS, INC.

ARTICLE II

GENERAL NATURE OF BUSINESS

The general nature of the business and the objects and purposes proposed to be transacted and carried on are to do any and all of the things mentioned, as fully and to the same extent as natural persons might or could do, including, but not limited to, 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 this corporation is authorized to have outstanding at any one time is Fifty Thousand (50,000) shares of common stock having a nominal or par value of one cent (\$.01) per share.

ARTICLE IV

CORPORATE EXISTENCE

This corporation shall exist perpetually, unless sooner dissolved according to law.

ARTICLE V

PRINCIPAL PLACE OF BUSINESS

The principal place of business of this corporation shall be 6503 No. Military Trail, Suite 1903, Boca Raton, Florida 33496, with the privilege of having branch offices at other places within or without the State of Florida.

ARTICLE VI

REGISTERED AGENT

The name and street address of the Registered Agent of the corporation are:

Name: ROBERT J. GUZZETTA

Registered Office: 6503 No. Military Trail, Suite 1903, Boca Raton, Florida 33496

ARTICLE VII

NUMBER OF DIRECTORS

The number of directors of this corporation shall be not less than one (1) nor more than the number specified in the Bylaws of the corporation.

ARTICLE VIII

DIRECTORS

The names and street addresses of the first Board of Directors who, subject to the provisions of these Articles of Incorporation and Bylaws of the corporation, shall hold office for the first year of the existence of the corporation or until their successors are elected or appointed and have qualified, are:

Name and Address

ROBERT J. GUZZETTA, 6503 No. Military Trail, Suite 1903, Boca Raton, Florida 33496

ARTICLE IX

INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation are:

Name and Address

ROBERT J. GUZZETTA, 6503 No. Military Trail, Suite 1903, Boca Raton, Florida 33496

ARTICLE X

OTHER PROVISIONS

The Directors of this corporation shall have the power to make or amend the Bylaws and to fix any amount to be reserved for working capital.

The private property of the stockholders shall not be subject to the payment of the corporate debts in any extent whatever. The corporation shall have a first lien on the shares of its members and upon the dividends due them for any indebtedness of such members to the corporation.

IN WITNESS WHEREOF, the undersigned Incorporator executes these Articles of Incorporation on February 6, 1996.

 (SEAL)
ROBERT J. GUZZETTA

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the UNIVERSAL CAPITAL STUDIOS, INC., at 6503 No. Military Trail, Suite 1903, Boca Raton, Florida 33496, I hereby accept to act in this capacity and agree to comply with the provisions of law relative to keeping open said office.

Dated: February 6, 1996.


ROBERT J. GUZZETTA, Registered Agent

STATE OF FLORIDA, COUNTY OF PALM BEACH) SS;

The foregoing instrument was acknowledged before me on February 6, 1996 by ROBERT J. GUZZETTA, who is personally known to me or who produced FI DRIVERS LIC. as identification.



