

CAPITAL CONNECTION, INC.
 417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

NAME _____
 FIRM _____
 ADDRESS _____

 PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Mailor No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

3/19/96
3/19/96

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE			
TIME	<i>3:00</i>		CK No. _____
BY	<i>Jim</i>		
WALK-IN	<i>3/19 3:00</i>		
Will Pick Up			

of **52695**
 RE: *Motion Picture Studios, Inc.*
 96 MAR 19 PM 2:01

SECRETARY OF DISBURSED
 TALLAHASSEE, FLORIDA

<input checked="" type="checkbox"/> Capital Express™		
<input checked="" type="checkbox"/> Art. of Inc. File		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership File		
<input type="checkbox"/> Foreign Corp. File		
<input checked="" type="checkbox"/> () Cert. Copy(s) <i>photo</i>		
<input type="checkbox"/> Art. of Amend. File		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> C U S-		
<input type="checkbox"/> Fictitious Name File		
<input type="checkbox"/> Name Reservation		
<input type="checkbox"/> Annual Report/Reinstatement		
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kit		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 File		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No.'s, Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone ()		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prop.		
<input type="checkbox"/> FAX () pgs.		

SUBTOTALS _____

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection

FILED

96 MAR 19 PM 2:01

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

MOTION PIXEL STUDIOS, INC.

The undersigned, acting as incorporator of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation.

ARTICLE I

NAME AND ADDRESS

1. The name of this corporation is Motion Pixel Studios, Inc. and the address of the corporation is 4606 Holly Drive, Palm Beach Gardens, Florida, FL 33418-4504.

ARTICLE II

DURATION

2. The duration of this corporation shall be perpetual.

ARTICLE III

PURPOSE

3. The purpose of this corporation is to engage in any activities or business permitted under the laws of the United States and Florida.

ARTICLE IV

CAPITAL STOCK

4. This corporation is authorized to issue 1000 shares of \$1.00 par value common stock.

ARTICLE V

PREEMPTIVE RIGHTS

5. Every shareholder, upon the sale for cash of any new stock of this corporation of the same or other kind, class or series, shall have the right to purchase his or her pro-rata share at the price at which it is offered to others.

ARTICLE VI

BOARD OF DIRECTORS

6. This corporation shall have one (1) director initially. The number of directors may be increased or decreased from time to time according to the By-Laws. The name and address of the initial director of this corporation is:

Jose L. Serrano
4606 Holly Drive
Palm Beach Gardens, Florida 33418-4504

ARTICLE VII

INDEMNIFICATION

7. The corporation shall indemnify any officer or director to the full extent permitted by law.

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96 MAR 19
DIVISION OF CL.

ARTICLE VIII

REGISTERED OFFICE AND AGENT

8. The street address of the initial registered office of this corporation is 1211 The Plaza, Singer Island, Florida 33404, and the name of the initial registered agent of this corporation at that address is Joseph Kuharcik, Esquire.

ARTICLE IX

INCORPORATOR

9. The name and address of the person signing these Articles is:

Jose L. Serrano
4606 Holly Drive
Palm Beach Gardens, Florida 33418-4504

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on this 3-18-96 day of March, 1996.

WITNESSES:

Sign: Debra E. Araujo

Print: Debra E. Araujo

Sign: Bill Kuharcik

Print: Bill Kuharcik

Jose L. Serrano
Jose L. Serrano, Incorporator

STATE OF FLORIDA

COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me by Jose L. Serrano, who is personally known to me, this 18th day of March, 1996.

Notary Public:

SIGN: Joseph Kuharcik
PRINT: _____

STATE OF FLORIDA
COMMISSION NO. _____

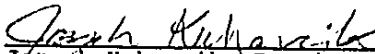
My Commission expires:



CERTIFICATE DESIGNATING AGENT
AND PLACE FOR SERVICE OF PROCESS

Pursuant to Chapter 48.091, Florida Statutes, the following
is submitted in compliance with said Act:

That Motion Pixel Studios, Inc., desiring to organize under
the laws of the State of Florida with its office for the service
of process within this State located at 1211 The Plaza, Singer
Island, Florida 33404, has named Joseph Kuharcik, Esquire, as
its Registered Agent to accept service of process for the above
stated corporation, at the place designated in this Certificate.
I hereby accept responsibility to act in this capacity, and agree
to comply with the provisions of said Act relative to keeping
open said office.


Joseph Kuharcik, Esquire
Registered Agent