9/06/96

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DIVISION OF CORPORATIONS TO:

FAX #: (904)922-4001

FROM: CORPORATE CHEATIONS INTERNATIONAL INC.

ACCT#: 073171003004

CONTACT: JOHNNY C RODRIQUEZ PHONE: (305)672-0686

FAX #: (305)672-9110

NAME: BOING PRODUCTIONS INC.

AUDIT NUMBER.....196000012459

DOC TYPE..... FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS...0

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FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State

September 6, 1996

CORPORATE CREATIONS INTERNATIONAL INC.

SUBJECT: BOING PRODUCTIONS INC. REF: W96000018739

ONLY REGISTERED AGENT'S PAGE RECEIVED. NEED ENTIRE SET OF ARTICLES.

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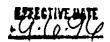
H96000012459

Articles of Incorporation of Boing Productions Inc.

Article I. Name

The name of this Florida corporation is:

Boing Productions Inc.



Article II. Address

The mailing address of the Corporation is:

Boing Productions Inc. 711 SE 10th Street Ft. Lauderdale FL 33316

Article III. Capital Stock

The Corporation shall have the authority to issue 1,000 shares of common stock, par value zero per share.

Article IV, Registered Agent

The name and address of the registered agent of the Corporation is:

James Marcotte
711 SE 10th Street
Ft. Lauderdale FL 33316

Article V. Board of Directors

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation.

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American Incorporators, Ltd. 1220 North Market Street, Suite 606 Wilmington, DE 19801 302-421-5752 The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by law. The name of each initial member of the Corporation's Board of Directors is:

James Marcotte

Article VI. Incorporator

The name and address of the incorporator is:

Corporate Creations International Inc. 401 Ocean Drive • Suite 312 • Door Code #125 Miami Beach FL 33139-6629

Article VII. Corporate Existence

The corporate existence of the Corporation shall begin effective September 6, 1996

The authorized representative of the incorporator executed these Articles of Incorporation on September 6, 1996

Corporate Creations International Inc.

Luis A. Uriarte Vice President

FAX NO. 13024215753

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SEP-38-98 FRI CZICI OM APERICAN INC

FAY NO. 13024215762

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CERTIFICATE OF DESIGNATION REGISTERED AGENT AND REGISTERED OFFICE

CORPORATION: Boing Productions Inc.

REGISTERED AGENT: James Marcotte 711 SE 10th Street Ft. Lauderdale FL 33316

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.

Jemes Marcotte

Date: September 6, 1996

American Interporters, I.H. 1220 North Market Breat. Suite 906 Wilmington, DE 19801 902-421-5782 H96000012459