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12/18/96

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

Q STUDIOS, INC.

AUDIT NUMBER.....H96000017751

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

CERT. OF STATUS..0

PAGES..... 5

CERT. COPIES.....1

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DEC-26-1996 15:58

EMPIRE CORPORATE KIT

P.01/05



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

December 19, 1996

EMPIRE CORPORATE KIT COMPANY

MIAMI, FL

SUBJECT: ON -Q STUDIOS INC.
REF: W96000026632

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

The registered agent and registered office listed in your articles of incorporation must be consistent throughout the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6678.

Terri Buckley
Corporate Specialist

FAX Aud. #: E96000017751
Letter Number: 196A00056563

ARTICLES OF INCORPORATION

H96000017751

-OF-

ON-Q STUDIOS, INC.

WE, THE UNDERSIGNED, hereby associate ourselves together for the purpose of becoming a corporation under the Laws of the State of Florida, by and under the provisions of the Statutes of said State of Florida.

ARTICLE ONE

The name of the corporation shall be **ON-Q STUDIOS, INC.**

ARTICLE TWO

The corporation may engage in any activity or business permitted under the law of the United States of America and the State of Florida.

ARTICLE THREE

The maximum number of shares of capital stock that this corporation is authorized to have outstanding at any time is five hundred (500) shares of common stock, having par value of one dollar (\$1.00.00) per share.

ARTICLE FOUR

The amount of capital that this corporation shall begin business with shall not be less than five hundred (\$500.00).

ARTICLE FIVE

This corporation shall exist perpetually, unless dissolved sooner according to the laws of the State of Florida.

ARTICLE SIX

The initial location of the principal office shall be 3725 Pembroke Road #A15, Hollywood, Florida 33021.

ARTICLE SEVEN

The number of directors of this corporation shall be at least one (1) but no more than five (5).

ARTICLE EIGHT

The name and street address of the first Director of the Board of this corporation is Stephen M. Smith 3725 Pembroke Road #A15, Hollywood, Florida 33021.

JEFFREY FERTIG, ESQ.
930 WASHINGTON AVE.
MIAMI BCH., FL 33139
(305) 674-0900
FBN. 928550

H96000017751

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ARTICLE NINE

The name and street address of the person signing these Articles of Incorporation is Stephen M. Smith
3725 Pembroke Road #A15, Hollywood, Florida 33021.

ARTICLE TEN

The existence of this corporation shall begin on the date that the Articles of Incorporation are filed and recorded.

IN WITNESS WHEREOF, the undersigned Stephen M. Smith, being a natural person, competent to contract, has hereunto set his hand and seal this day of 1996.

1996.

 STEPHEN M. SMITH

STATE OF FLORIDA

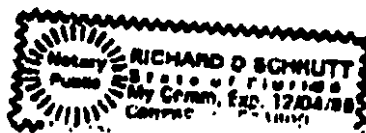
COUNTY OF *Barry*) SS

BEFORE ME, the undersigned notary public of the State of Florida personally appeared Stephen M. Smith Florida driver's license number _____ or who is personally known to me who executed the foregoing Articles of Incorporation, and acknowledged before me that the same was executed freely and voluntarily for the purpose expressed therein.

WITNESS my hand and official seal this _____ day of _____ 1996.

Notary public State of Florida

My commission expires:



#9600001751

H96000017751

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


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

On-Q Studios, with its principal office located in the City of Hollywood, Broward County, Florida, as indicated by the Articles of Incorporation, desires to organize under the laws of the State of Florida. On-Q Studios, Inc. hereby names Stephen M. Smith as its agent to accept service of process within the State of Florida. His Address is 3725 Pembroke Road #A15, Hollywood, Florida 33021.

ACKNOWLEDGEMENT

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 agree to comply with the provisions of said act relative to keeping said office open.

BY:


STEPHEN M. SMITH
Registered Agent

H96000017751