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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: INTEGRITY FILMS, INC.

AUDIT NUMBER.....H97000006259

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

CERT. OF STATUS..0

PAGES..... 5

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF**

⑤

INTEGRITY FILMS, INC.

The undersigned, for the purpose of forming a corporation under the laws of the State of Florida, does hereby adopt the following Articles of Incorporation:

ARTICLE I: NAME

The name of the corporation is: **INTEGRITY FILMS, INC.**

ARTICLE II: DURATION

The period of duration of this corporation is perpetual unless dissolved according to law. Corporate existence shall commence upon the filing of these Articles of Incorporation.

ARTICLE III: INITIAL REGISTERED OFFICE AND AGENT

The initial Registered Office and Agent of this Corporation shall be:

RICHARD GOMEZ
380 S.E. 19TH AVENUE, Suite E
Deerfield Beach, Florida 33441

ARTICLE IV: PRINCIPAL PLACE OF BUSINESS

The principal office address of this corporation is:

380 S.E. 19TH AVENUE, Suite E
Deerfield Beach, Florida 33441

These Articles of Incorporation were prepared by Richard J. Lind, Attorney at Law - Florida Bar
Number 320064 - 2551 Tigertail Avenue, Miami, Florida 33133 U.S.A. Telephone: (305) 858-0191

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ARTICLE V: INITIAL BOARD OF DIRECTORS

The number of persons constituting the Board of Directors of this corporation shall be one (2) initially. The name and street address of the initial Director is:

RICHARD GOMEZ
380 S.E. 19TH AVENUE, Suite E
Deerfield Beach, Florida 33441

REYNALDO SERNA
2121 177th Place N. E.
Redmond, Wa. 98052

ARTICLE VI: OFFICERS

The initial President and Secretary of the Corporation is

RICHARD GOMEZ
380 S.E. 19TH AVENUE, Suite E
Deerfield Beach, Florida 33441

The initial Vice-president and Treasurer of the Corporation is

Reynaldo Serna
2121 177th Place N. E.
Redmond, Wa. 98052

ARTICLE VII: STOCK

The maximum number of shares that this corporation is authorized to issue and have outstanding is One Thousand Shares.

ARTICLE VIII: INCORPORATOR

The name and address of the Incorporator of these Articles of Incorporation is:

RICHARD GOMEZ
380 S.E. 19TH AVENUE, Suite E
Deerfield Beach, Florida 33441

ARTICLE IX: AMENDMENTS

This corporation reserves the right to amend or repeal the provisions of these Articles of Incorporation or any amendments thereto.

These Articles of Incorporation were prepared by Richard J. Lind, Attorney at Law-Florida Bar Number 320064 - 2551 Tigertail Avenue, Miami, Florida 33133 U.S.A. Telephone (305) 858-9191

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IN WITNESS WHEREOF, THE UNDERSIGNED INCORPORATOR
HAS EXECUTED THESE ARTICLES OF INCORPORATION THIS
16th DAY OF APRIL, 1997.

A handwritten signature in black ink, appearing to be 'Richard Gomez', is written over a horizontal line.

RICHARD GOMEZ
Incorporator

These Articles of Incorporation were prepared by Richard J. Lind, Attorney at Law-Florida Bar Number
320064 - 2531 Tigertail Avenue, Miami, Florida 33133 U.S.A. Telephone (305) 858-9191

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT & REGISTERED OFFICE**

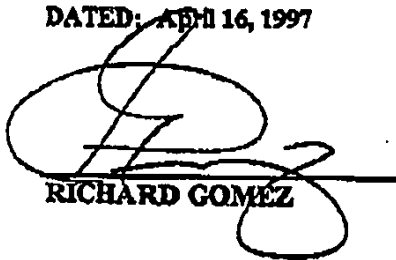
Pursuant to the provisions of the Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida:

1. The name of this corporation is: **INTEGRITY FILMS, INC.**
2. The name and address of the Registered Agent and Registered Office is:

RICHARD GOMEZ
360 S.E. 19TH AVENUE, Suite E
Deerfield Beach, Florida 33441

Having been named as Registered Agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

DATED: APR 16, 1997


RICHARD GOMEZ

These Articles of Incorporation were prepared by Richard J. Lind, Attorney at Law-Florida Bar Number 320064 - 2551 Tigertail Avenue, Miami, Florida 33133 U.S.A. Telephone (305) 858-9191

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