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Tallahassee FL 32302 224-1585
City/State/Zip Phone #

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*****70.00 *****70.00
Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. KINETOSCOPE HOLDINGS, INC.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

☒ Walk in ☒ Pick up time 5/6 please stamp in copy ☐ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
xx	Profit
	NonProfit
	Limited Liability
	Domestication
	Other

AMENDMENTS	
	Amendment
	Resignation of R.A., Officer/ Director
	Change of Registered Agent
	Dissolution/Withdrawal
	Merger

OTHER FILINGS	
	Annual Report
	Fictitious Name
	Name Reservation

REGISTRATION/ QUALIFICATION	
	Foreign
	Limited Partnership
	Reinstatement
	Trademark
	Other

5/5

Examiner's Initials

**ARTICLES OF INCORPORATION
of
KINETOSCOPE HOLDINGS, INC.**

ARTICLE I - NAME

The name of this corporation is Kinetoscope Holdings, Inc.

ARTICLE II - DURATION

This corporation shall have perpetual existence.

ARTICLE III - PURPOSE

This corporation is organized for the following purposes:

1. To own and operate businesses engaged in the development of software and other information technologies.
2. To transact any and all lawful business.

ARTICLE IV - POWERS

This corporation shall have all of the corporate powers permitted under the Florida Business Corporation Act.

ARTICLE V - CAPITAL STOCK

A. This corporation is authorized to issue 2,000 shares of 10¢ par value common stock, which shall be designated "common shares."

B. Except as otherwise provided by law or in the by-laws of the corporation, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE VI - PRINCIPAL OFFICE

The initial principal office of the corporation shall be:

7421 114th Avenue North
Suite 201
Largo, Florida 34643.

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FLORIDA
TALLAHASSEE

The corporation's mailing address shall be:

7421 114th Avenue North
Suite 201
Largo, Florida 34643.

ARTICLE VII - REGISTERED OFFICE AND AGENT

The street address of the principal registered office of this corporation is 255 South Orange Avenue, Suite 1600, Orlando, Florida 32801 and the name of the initial registered agent of this corporation at that address is Philip A. Diamond.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have three directors initially. The number of directors may be either increased or diminished from time to time by the by-laws, but shall never be less than one or more than fifteen. The names and addresses of the initial directors of this corporation are:

Michael Felix
7421 114th Avenue North
Suite 201
Largo, Florida 34643

Marvin Scaff
7421 114th Avenue North
Suite 201
Largo, Florida 34643

Jefferson Gentry
7421 114th Avenue North
Suite 201
Largo, Florida 34643.

ARTICLE IX - INCORPORATOR

The name and address of the person signing these articles are:

Marvin Scaff
7421 114th Avenue North
Suite 201
Largo, Florida 34643.

ARTICLE X - BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors subject to the power of the shareholders to repeal, alter, or amend any by-laws adopted by the Board of Directors. The shareholders reserve the power to adopt by laws and to prescribe in any by-laws that such by-laws shall not be altered, amended, or repealed by the Board of Directors.

ARTICLE XI - OFFICERS

The Board of Directors may provide for the election or appointment and prescribe the duties of all officers and agents as the board may deem desirable and proper, and may take such action not inconsistent with the Articles of Incorporation and the by-laws of the corporation and the laws of the State of Florida as such board may deem advisable for the conduct and operation of the business of the corporation.

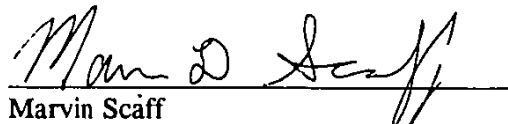
ARTICLE XII - MEETINGS

Meetings of shareholders and directors, including the time, place, and manner of calling such meetings, shall be fixed by the by-laws of the corporation.

ARTICLE XIII - AMENDMENT

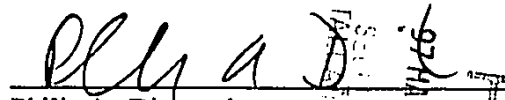
This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 21 day of April, 1997.


Marvin Scäff
Incorporator

ACCEPTANCE BY REGISTERED AGENT

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.


Philip A. Diamond
Date: 4-25-97

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