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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: TAMPA CORPORATE SERVICES, INC. D/B/A CORPORA
CONTACT: JULIO C EXQUIVEL
PHONE: (813)977-5203

ACCT#: 105404002242

FAX #: (813)632-2797

NAME: PAINTED PUPPY PRODUCTIONS, INC.

AUDIT NUMBER.....H9700009586

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

CERT. OF STATUS..1

PAGES..... 4

CERT. COPIES.....0

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ARTICLES OF INCORPORATION

Article I. Name

The name of this Florida corporation is:
Painted Puppy Productions, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article II. Address

The mailing address of the Corporation is:
Painted Puppy Productions, Inc.
2155 West Busch Boulevard
Tampa FL 33612

Article III. Registered Agent

The name and address of the registered agent of the Corporation is:
Corporate Creations
15210 Amberly Drive • Suite 328
Tampa FL 33647

Article IV. Board of Directors

The name of each member of the Corporation's Board of Directors is:

Patrick O'Dea
Jason Kimenker

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. 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 applicable law.

Corporate Creations
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Tampa FL 33647
(813) 977-5203

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Article V. Capital Stock

The Corporation shall have the authority to issue 60,000 shares of common stock, par value \$1.00 per share.

Article VI. Incorporator

The name and address of the incorporator is:

Corporate Creations
15210 Amberly Drive • Suite 328
Tampa FL 33647

Article VII. Corporate Existence

The corporate existence of the Corporation shall begin effective June 11, 1997

The undersigned incorporator executed these Articles of Incorporation on
June 11, 1997



CORPORATE CREATIONS
Julio C. Esquivel President

Corporate Creations
15210 Amberly Drive • Suite 328
Tampa FL 33647
(813) 977-5203

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

CORPORATION:

Painted Puppy Productions, Inc.

REGISTERED AGENT/OFFICE:

Corporate Creations
15210 Amberly Drive • Suite 328
Tampa FL 33647

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TALLAHASSEE, FLORIDA

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.



Corporate Creations
Julio C. Esquivel, President

Date: June 10, 1997

Corporate Creations
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