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TRANSMITTAL LETTER

97 JUL -3 PM 12:02

FROM:

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Name of corporation: **Be Reel Productions, Inc.**

Street address of the corporation:

**2946 S. University Drive
Ft. Lauderdale, FL 33328**

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*****70.00 *****70.00

DEAR CORPORATIONS DIVISION:

Please find enclosed:

1. An original Articles of Incorporation and a copy for the above named corporation.
2. A certified check or money order in the amount of **\$ 70.00** for filing fees.
3. A Certificate of Designation of Registered Office and Registered Agent.

A certified copy is not requested.

Please send responses or receipts concerning this filing to the above address.

Thank you very much.

Date: **July 1, 1997**

Name of Incorporator: **Jeffrey Walker**

Signature of Incorporator:

Jeffrey Walker

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7/7/97

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ARTICLES OF INCORPORATION
of

Be Reel Productions, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Chapter 607 of the Florida Business Corporation Act, the undersigned incorporator submits these articles of Incorporation for the purpose offering a for-profit corporation.

Article 1. The name of the Corporation is: **Be Reel Productions, Inc.**

Article 2. The principle place of business and mailing address of this corporation is:

2946 S. University Drive Ft. Lauderdale Fl. 33328

Article 3. The corporation is authorized to issue one class of stock, that being 1000 shares of no par value, common stock, with identical rights and privileges, the transfer of which is restricted according to the bylaws of the corporation.

Article 4. The name and address of the corporation's initial registered agent is:
Jeffrey Walker

2946 S. University Drive Ft. Lauderdale Fl. 33328

Article 5. The name and street of the incorporator of this corporation is:
Jeffrey Walker

2946 S. University Drive Ft. Lauderdale Fl. 33328

Article 6. No Director shall be held liable to the corporation or its shareholders for monetary damages due to a breach of fiduciary duty, unless the breach is a result of self-dealing, intentional misconduct, or illegal actions.

In witness whereof, the undersigned incorporator has executed these Articles of Incorporation on the date below. The undersigned incorporator hereby declares, under penalty of perjury, that the statements made in the forgoing Articles of Incorporation are true, and that the incorporator is at least eighteen years of age.

Date: **July 1, 1997**

Name of Incorporator: **Jeffrey Walker**

Signature of Incorporator:

Jeffrey Walker

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**CERTIFICATE OF DESIGNATION
OF
REGISTERED OFFICE AND REGISTERED AGENT**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to section 607.0501 of The Florida Business Corporation Act, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office and registered agent, in the State of Florida.

1. The name and address of the corporation's registered agent and registered office is:

Name **Jeffrey Walker**

Street Address

2946 S. University Drive Ft. Lauderdale Fl. 33328

Having been named as the 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.

Signature of registered agent:



Date of signature:

7/1/97