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July 15, 1997

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: TOON UP, INC.

Ladies/Gentlemen:

Enclosed please find Articles of Incorporation, together with one copy of same, and my check in the amount of \$122.50. Please file the Articles, issue and return to me a certified copy of same and my Charter.

Should you have any questions or wish further information, please do not hesitate to contact me.

Thank you for your cooperation and assistance herein.

Yours very truly,



Tracey L. Lynch
290-8 Spring Drive
Merritt Island, Florida 32953
(407) 452-9684

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**ARTICLES OF INCORPORATION
OF**

TOON UP, INC.

ARTICLE I - NAME

The name of the corporation is TOON UP, INC.

ARTICLE II - DURATION

This corporation shall exist perpetually, commencing at the time of filing these articles with the Secretary of State of the State of Florida.

ARTICLE III - PURPOSES

This corporation is organized for the purposes of transacting any or all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue one thousand (1,000) shares at \$.01 par value, common stock, which shall be designated "Common Shares". One thousand (1000) shares shall be issued initially and none (0) shares shall be held outstanding.

ARTICLE V - VOTING RIGHTS

Except as otherwise provided by law, 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 - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 290-8 Spring Drive, Merritt Island, Florida 32953, and the name of the initial registered agent of this corporation at that address is: Tracey J. Lynch.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the bylaws, but shall never be less than one. The names and addresses of the initial directors of this corporation are: Tracey J. Lynch of 290-8 Spring Drive, Merritt Island, Florida 32953 and Sabrina L. Smith of 226 Skelly Drive, Rockledge, Florida 32955.

ARTICLE IX - INITIAL PRINCIPAL OFFICE

The street address of the initial principal office is 290-8 Spring Drive, Merritt Island, Florida 32953, and is the same address as the initial registered agent of the corporation as contained in Article VII of these Articles of Incorporation.

ARTICLE X - INCORPORATOR(S)

The names and addresses of the persons signing these Articles are: Tracey J. Lynch of 290-8 Spring Drive, Merritt Island, Florida 32953 and Sabrina L. Smith of 226 Skelly Drive, Rockledge, Florida 32955.

ARTICLE XI - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the Shareholders.

ARTICLE XII - CALLING OF SPECIAL MEETINGS

Special meetings of shareholders may be called by the Board of Directors of this Corporation.

ARTICLE XIII - SHAREHOLDER QUORUM AND VOTING

Fifty-One percent (51%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. If a quorum is present, the affirmative vote of fifty-one percent (51%) of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XIV - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XV - AMENDMENT

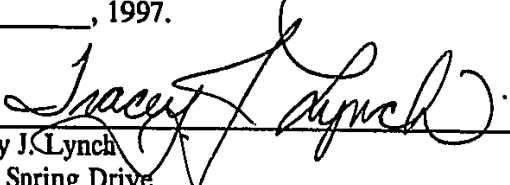
The corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

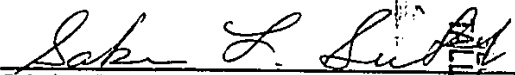
ARTICLE XVI - RESTRICTIONS ON TRANSFER OF STOCK

Shares of capital stock of this corporation shall be issued initially to the following persons in the amount set forth opposite their names: Tracey J. Lynch - five hundred one (501) shares and Sabrina L. Smith - four hundred ninety nine (499) shares.

Shares held by the initial stockholders listed above may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders or to this corporation.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of
Incorporation this 15th day of July, 1997.


Tracey J. Lynch
290-8 Spring Drive
Merritt Island, FL 32953


Sabrina L. Smith
226 Skelly Drive
Rockledge, FL 32955

STATE OF FLORIDA
COUNTY OF BREVARD

The foregoing Articles of Incorporation was acknowledged before me this 15th day of July, 1997, by Tracey J. Lynch and Sabrina L. Smith, who are personally known to me or who have produced FL Dmv Lic. as identification.


Notary Public, State of Florida

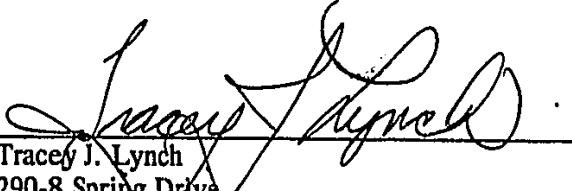


LYNDA SUSAN IVY
My Comm Exp. 8/18/2000
Bonded By Service Ins
No. CC585226

(I Personally Known) ☒ Other I.D.

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 the capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and am familiar with and accept the obligations of my position as registered agent.

Dated: July 15, 1997


Tracey J. Lynch
290-8 Spring Drive
Merritt Island, FL 32953