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FLORIDA DIVISION OF CORPORATIONS
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FROM: EMPIRE CORPORATE KIT COMPANY

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CONTACT: RAY STORMONT

PHONE: (305)541-3694

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NAME: HA-RA FILMS, INC.

AUDIT NUMBER.....H97000011830

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

CERT. OF STATUS..0

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ARTICLES OF INCORPORATION

- of -

Ha-Ra Films, Inc.

I, the undersigned, a natural person competent to contract, hereby associate myself for the purpose of becoming a corporation under the laws of the State of Florida, providing for the formation of a corporation for profit, with the powers, rights, privileges and immunities hereinafter, and I do make, subscribe, acknowledge and file with the Secretary of State of the State of Florida these Articles of Incorporation, and to that end I do by these Articles set forth:

**ARTICLE I
NAME**

The name of this corporation shall be **Ha-Ra Films, Inc.**

**ARTICLE II
DURATION**

The duration of the corporation shall be perpetual unless sooner dissolved according to law.

**ARTICLE III
PURPOSE**

The general nature of the business, objects and purposes proposed to be carried on and transacted, are to do any and all lawful business for which corporations may be incorporated under the laws of the State of Florida including but not limited to the following:

- (a) Ownership, production, and exploitation of motion pictures;
- (b) To borrow money and contract debts when necessary for the transaction of the business or for the exercise of its corporate rights, privileges, or franchises, or for any other lawful purpose of its incorporation; to issue bonds, promissory notes, bills of exchange, debentures and other obligations and evidences of indebtedness payable at a specified time or times, or payable on the happening of a specified event or events, whether secured by mortgage, pledge or otherwise, or unsecured, for money borrowed or in payment for property purchased or acquired, or for any other lawful object;
- (c) To guaranty, hold, purchase, sell, assign, pledge, mortgage or otherwise dispose

Presented by Acelo I. Pedrosa, Attorney at Law
Florida Bar No.: 915815
169 East Flagler Street, Suite 1527
Miami, Florida 33131

(305) 381-9188

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of the shares of capital stock, or any bonds, securities, or evidence of indebtedness created by any other state or government, and while the owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote thereon;

(d) The purposes specified herein shall be construed both as powers and purposes and shall in no wise be limited to or restricted by reference to, or inference from, the terms of any other clause in this or any other Article, but the purposes and powers specified in each of the clauses herein shall be regarded as independent purposes and powers shall not be construed to limit or restrict in any manner the meaning of the general terms of or the general powers of the corporation under the laws of the State of Florida; nor shall the expression of one thing be deemed to exclude another, although it be of like nature, not expressed;

(e) To do all and everything necessary and proper for the accomplishment of the objects enumerated in these Articles of Incorporation, and in general to carry on any lawful business necessary or incidental to the attainment similar in nature to the objects set forth herein.

ARTICLE IV CAPITAL STOCK

(a) The aggregate number of shares of stock which the corporation is authorized to issue at any time is One Thousand (1,000) shares of Common Stock, which shall have no par value.

(b) Every shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he/she already holds, shall have the right to purchase his/her pro-rata share thereof (as nearly as may be done without the issuance of fraction shares) at the price at which it is offered to others.

ARTICLE V PRINCIPAL OFFICE

The address of the principal office of the corporation in the State of Florida is: 2047 Cobblefield Circle, Apopka, Florida 32703 and the name of the corporation's initial Registered Agent is Tim Racey, located at the following street address: 2047 Cobblefield Circle, Apopka, Florida 32703.

The stockholders may, from time to time, move the principal office to any other address in the State of Florida.

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ARTICLE VI DIRECTORS

The number of directors of this corporation shall not be less than one (1). The number of directors may be increased from time to time by the By-Laws.

The name and address of the initial Board of Directors of this corporation is:

Jo-Ann Harper
5619 Indian Hill Road
Orlando, Florida 32808

ARTICLE VII INCORPORATOR AND OFFICER

The name and address of the incorporator of this corporation is:

Tim Racey
2047 Cobblefield Circle
Apopka, Florida 32703
President, Vice-President, Secretary and Treasurer

ARTICLE VIII ADDITIONAL POWERS

The officers of the corporation, in addition to the powers conferred by the laws of the State of Florida, shall have the power to make, alter and repeal the By-Laws and to set apart out of any funds of the corporation available for dividends a reserve or any reserves for any proper purpose, and to alter or abolish such reserve.

(a) The corporation shall have a first lien on the shares of its members' stock and upon all dividends due them for any indebtedness by such members of the corporation.

(b) The private property of the stockholders shall not be subject to the payment of the corporate debts to any extent whatsoever.

(c) The corporation shall have full power and lawful authority to accept property, real, personal or mixed; labor and services (whether such services are performed prior to or after issuance of stock, provided that if the stock is issued prior to the rendition of the services, the shareholder shall execute a written promise to provide such services) in payment for shares of its capital stock in lieu of cash, at a just valuation to be fixed by its Board of Directors.

(d) The shares of capital stock of the corporation, when certificates thereof shall

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be issued, shall be fully paid and non-assessable.

(e) Shares of the capital stock of the corporation shall be transferred only on the books of the corporation by the holders thereof in person, or by their attorney, upon the surrender and cancellation of a certificate or certificates for like number of shares.

(f) The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation and Certificate of Incorporation in any manner now or hereafter proscribed by law, and all rights conferred on officers, directors and stockholders herein granted.

ARTICLE IX DIRECTOR ACTION

The directors of this corporation may take action by written consent as provided by law.

ARTICLE X INDEMNITY

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

IN WITNESS WHEREOF, I have hereunto subscribed my name, at Apopka,
Orange County, Florida, this 17 day of July, 1997.

By 
Tim Racey

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**CERTIFICATE DESIGNATING PLACE OF
BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

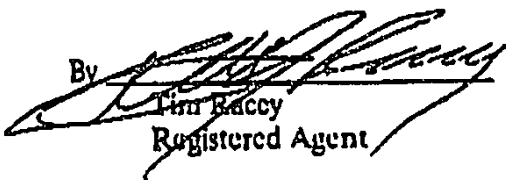
In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

Ha-Ra Films, Inc. desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at the City of Miami, County of Dade, State of Florida, has named Tim Raccy located at 2047 Cobblefield Circle, Apopka, Florida 32703, County of Orange, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above-stated corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By


Tim Raccy
Registered Agent

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