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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: FAS-T CORP. AGENTS, INC.
CONTACT: LIDIA FERNANDEZ
PHONE: (305)599-0839

ACCT#: 071001002335

FAX #: (305)716-0346

NAME: MOTIONWORKS INC.

AUDIT NUMBER.....H97000012940

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

CERT. OF STATUS..1

PAGES..... 3

CERT. COPIES.....0

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FLORIDA DIVISION OF CORPORATIONS

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ARTICLES OF INCORPORATION
OF

MOTIONWORKS INC.

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be: MOTIONWORKS INC.

The principal place of business of this corporation shall be:

300 Aragon Avenue, Suite 205 Coral Gables, FL 33134

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III CAPITAL STOCK

The aggregate number of shares of stock and its value that this corporation is authorized to have outstanding at any one time is: 100 shares

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V OFFICERS DIRECTORS

The name(s) and street address(es) of the initial officer(s) and director(s), if any, who shall hold office the first year of the corporation's existence or until their successor(s) is(are) elected, is(are):

President: Mark D. Anderson

300 Aragon Ave., Suite 205 Coral Gables, FL 33134

V/President: Juan Cobas

300 Aragon Ave., Suite 205 Coral Gables, FL 33134

Prepared by: Mark D. Anderson
300 Aragon Ave., Suite 205
Coral Gables, FL 33134
(305) 461-5350

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97 AUG -7 AM 7:40
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE VI INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to this articles of incorporation is(are):

Mark D. Anderson

300 Aragon Ave., Suite 205
Coral Gables, FL 33134

IN WITNESS WHEREOF, the undersigned incorporator(s) has(have) executed these Articles of Incorporation this 7th day of August, 1997.

Signature(s) of Incorporator(s)

Mark D. Anderson

X

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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

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TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation:

MOTIONWORKS INC.

2. The name and address of the registered agent and office is:

Mark D. Anderson

(P.O. BOX NOT ACCEPTABLE)

300 Aragon Ave., Suite 205 Coral Gables, FL 33134

(CITY/STATE/ZIP)

SIGNATURE

Mark Anderson

TITLE

President

DATE

8/7/97

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

SIGNATURE

Mark D. Anderson

DATE

8/7/97

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