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TO: DIVISION OF CORPORATIONS

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FROM: FILINGS, INC.

ACCT#: 072720000101

CONTACT: TERESA ROMAN PHONE: (904)385-6735
(904)561-1025

FAX #:

NAME: TOP GUN IMAGES CORPORATION AUDIT NUMBER.....H97000016294 DOC
TYPE.....FLORIDA PROFIT CORPORATION OR P.A. CERT. OF STATUS..0
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ARTICLES OF INCORPORATION

OF

TOP GUN IMAGES CORPORATION

THE UNDERSIGNED, has executed the following document as incorporator of the above named corporation, a corporation organized under the law of the State of Florida, and all rights duties and obligations of the undersigned as incorporator, and those of the corporation, are to be determined in accordance with the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be:

TOP GUN IMAGES CORPORATION

ARTICLE II

This corporation shall commence existence upon the filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

ARTICLE III

The general nature of the business and objects and purposes proposed to be transacted and carried out on by this corporation are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might do, viz: To engage in and transact any and all lawful businesses.

(1) Said corporation shall further have powers:

To have perpetual succession by its corporate name;

To sue and be sued, complain, and defend in its corporate name and in all actions or proceedings;

This Instrument Prepared By:

DAVID DEUTSCH, P.A.
16585 N.W. 2ND AVENUE
MIAMI, FLORIDA 33189
805-947-4980
FLA. BAR #831141

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To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated

To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets;

To lend money to, and use its credit to assist, its officers and employees in accordance with Florida Statute 8607.141;

To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, government district, or municipality or of any instrumentality thereof;

To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its franchises, and income;

To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security of the payment of funds so loaned or invested;

To conduct business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state;

To elect or appoint officers and agents of the corporation and define their duties and fix their compensation;

To make and alter bylaws, not inconsistent with its articles of incorporation or with the laws of this state, for the administration;

To make donations for the public welfare or for charitable, scientific, or educational purposes;

To transact any lawful business which the board of directors shall find will be in aid of governmental policy;

To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees and for any of the directors, officers and employees of its subsidiaries;

To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other enterprise;

To have and exercise all powers necessary of convenient to effect its purposes;

To indemnify any person who by reason of the fact that he is or was a director, officer, employee or agent of the corporation to the full extent as permitted by Florida Statute §607.014;

ARTICLE IV

The aggregate number of shares which this corporation shall have the authority to issue is the total sum of 1,000 shares, having an individual par value of \$0.01.

Unless otherwise stated in these articles, or in an amendment to these articles, there shall be only one (1) class of stock of this corporation.

ARTICLE V

The street address of the initial registered office and the name of the initial Registered Agent of this corporation shall be:

MAGGIE F. CAPOTE
18729 NW 24th CT.
PEMBROKE PINES, FLORIDA 33029

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ARTICLE VI

The initial Board of Directors and officers shall consist of a total of three (3) persons and the name and address of the person who is to serve as an initial director and officer is as follows:

FRANK CAPOTE
18729 NW 24th CT.
PEMBROKE PINES, FLORIDA 33029

PRESIDENT

JAVIER AVILA
18729 NW 24th CT.
PEMBROKE PINES, FLORIDA 33029

SECRETARY

MAGGIE F. CAPOTE
18729 NW 24th CT.
PEMBROKE PINES, FLORIDA 33029

TREASURER

ARTICLE VII

The address of the principal office of this corporation is:

18729 NW 24TH CT.
PEMBROKE PINES, FLORIDA 33029

ARTICLE VIII

The name and address of the incorporator executing these Articles of Incorporation is:

DAVID DEUTSCH, ESQ.
16585 N.W. 2ND AVE.
MIAMI, FLORIDA 33169

The undersigned incorporator has executed these articles of incorporation this 29th day of September, 1997.


DAVID DEUTSCH, ESQ.

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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 607, Florida Statutes, the following
is submitted, in compliance with said act:

First-That TOP GUN IMAGES CORPORATION desiring to organize
under the laws of the State of Florida with its principal office,
as indicated in the articles of incorporation, situated in Broward
County, State of Florida, has named MAGGIE F. CAPOTE, located in
the City of Pembroke Pines, County of Broward, State of Florida, as
its agent to accept service of process within this state.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

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.

MAGGIE F. CAPOTE

BY: David Deutsch, Esq.

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