

12/12/97

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FLORIDA DIVISION OF CORPORATIONS
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FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: GAININGROUND PRODUCTIONS, INC.

AUDIT NUMBER.....H97000020482

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

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ARTICLES OF INCORPORATION OF

GAININGROUND PRODUCTIONS, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms the corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

GAININGROUND PRODUCTIONS, INC.

The principal place of business of this corporation shall be:

GAININGROUND PRODUCTIONS, INC.

14250 S.W. 62 STREET, SUITE 202

MIAMI, FLORIDA 33183

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in 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 maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having \$1.00 per value per share, all of one class.

Prepared by:
Magda Montiel Davis, P.A.
2650 S.W. 27 Avenue, Ste. 304
Miami, Florida 33133
Attorney State License # 236901
(305) 446-1151

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ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 14250 S.W. 62 STREET, SUITE 202 MIAMI, FLORIDA 33183 and the name of the initial registered agent of the corporation at that address is : DOUGLAS VOISIN

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. PREEMPTIVE RIGHTS

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 already holds, shall have the right to purchase his/her pro rata share thereof at the price at which it is offered to others.

ARTICLES VII. DIRECTORS

This corporation shall have a board of directors consisting of no less than one director. The initial Board of Directors shall be:

DOUGLAS VOISIN, PRESIDENT

ARTICLE VIII. INCORPORATOR

The name and street address of the Incorporator of this corporation is:
14250 S.W. 62 STREET, SUITE 202 MIAMI, FLORIDA 33183

ARTICLE IX. AMENDMENTS

These Article of Incorporation may be amended in the manner provided by law.

ARTICLE X. MANAGEMENT BY SHAREHOLDERS

All corporate powers shall be exercised by or under the authority of and the business and

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affairs of this corporation shall be managed under the direction of the shareholders of this corporation. The power to adopt By-Laws is reserved to the shareholders and may take the form of a shareholder agreement.

IN WITNESS WHEREOF, We, the undersigned subscribers have hereunto set our hands and seals this 10TH day of December, 1997 for the purpose of forming this Corporation under the laws of the State of Florida.

Douglas Voisin

DOUGLAS VOISIN/PRESIDENT

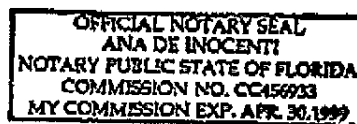
STATE OF FLORIDA)
 : SS
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 10TH day of DECEMBER, 1997 by Douglas Voisin who is personally known to me and who did take an oath.

Ana De Innocenti

Notary Public, State of Florida at Large

My Commission Expires:



ACCEPTANCE OF APPOINTMENT

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The undersigned, designated registered agent in the foregoing Articles of Incorporation hereby accepts such appointment as registered agent, and states that he is familiar with and accepts the obligations provided for in Florida Statutes 607.0501.

IN WITNESS WHEREOF I have hereby set my hand and seal
this 11th day of December, 1997

D.V.

DOUGLAS VOISIN/REGISTERED AGENT

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TALLAHASSEE, FLORIDA

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