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FLORIDA DIVISION OF CORPORATIONS

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((H98000000659 6))

TO: DIVISION OF CORPORATIONS
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CONTACT: BRUCE HUBBARD

PHONE: (516) 935-3940

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(516) 935-3088

NAME: ROTTEN APPLE PRODUCTIONS INC.

AUDIT NUMBER.....H98000000659

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

CERT. OF STATUS..0

PAGES..... 3

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TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION

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

ARTICLE I NAME

The name of the corporation shall be:

ROTTEN APPLE PRODUCTIONS INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

ROTTEN APPLE PRODUCTIONS INC.
10254 S.W. 127th COURT
MIAMI, FL 33186

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TALLAHASSEE FLORIDA

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

1500 SHARES NPV

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

DANIEL ROBERT GAN
10254 S.W. 127th COURT
MIAMI, FL 33186

Prepared By:

Bruce B. Hubbard
77 East John St.
Hicksville, New York 11801
1-516-935-3940

ARTICLES V INCORPORATOR(S)


The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

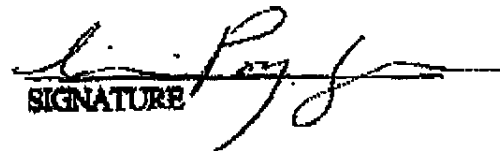
DANIEL ROBERT GAN
10254 S.W. 127th COURT
MIAMI, FL 33186

CECILIA POEY GAN
10254 S.W. 127th COURT
MIAMI, FL 33186

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this

8th day of Jan 19 98.


SIGNATURE


SIGNATURE

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN THE DESIGNATING THE REGISTERED OFFICE/AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: **ROTTEN APPLE PRODUCTIONS INC.**

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

DANIEL ROBERT GAN

Name

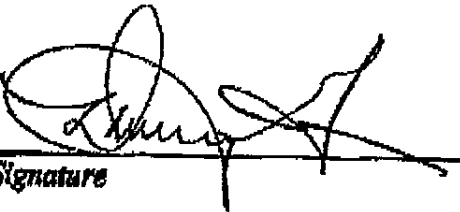
10254 S.W. 127th COURT

(P.O. Box or Mail Drop Box NOT Acceptable)

MIAMI, FL 33186

(City / State / Zip)

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 this capacity. I further agree to comply with the provisions of all the 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.


Signature

8th Jan 98
(Date)

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