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Joseph Kuharcik  
ATTORNEY AT LAW  
1211 THE PLAZA  
SINGER ISLAND, FLORIDA 33404  
TELEPHONE (561) 842-2477/FACSIMILE (561) 845-6958

March 10, 1998

Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

Re: Articles of Incorporation  
Motion Pixel Media, Inc.  
My File No. CO 02.314

700002454147--9  
-03/11/98--01098--013  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Dear Sir or Madam:

I have enclosed the original and one (1) copy of the Articles of Incorporation for the above referenced corporation, together with check #6473, in the amount of \$70.00 for the following:

Filing Articles	\$35.00
Certificate of Registered Agent	35.00
Total	\$70.00

Kindly forward the conformed copy of the Articles in the self-addressed and stamped envelope provided as soon it becomes available. Thank you.

Very truly,



Joseph Kuharcik

JK/jrg  
encl.

FILED  
98 MAR 11 AM 9:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

3/11/98

ARTICLES OF INCORPORATION

OF

MOTION PIXEL MEDIA, INC.

The undersigned, acting as incorporator of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation.

ARTICLE I

NAME AND ADDRESS

1. The name of this corporation is Motion Pixel Media, Inc. and the address of the corporation is 4606 Holly Drive, Palm Beach Gardens, FL 33418.

ARTICLE II

DURATION

2. The duration of this corporation shall be perpetual.

ARTICLE III

PURPOSE

3. The purpose of this corporation is to engage in any activities or business permitted under the laws of the United States and Florida.

ARTICLE IV

CAPITAL STOCK

4. This corporation is authorized to issue 1,000 shares of \$1.00 par value common stock.

ARTICLE V

PREEMPTIVE RIGHTS

5. Every shareholder, upon the sale for cash of any new stock of this corporation of the same or other kind, class or series, shall have the right to purchase his or her pro-rata share at the price at which it is offered to others.

ARTICLE VI

BOARD OF DIRECTORS

6. This corporation shall have three (3) directors initially. The number of directors may be increased or decreased from time to time according to the By-Laws. The names and addresses of the initial directors of this corporation are:

Jose L. Serrano	Genie Serrano	William "Bill" Serrano
4606 Holly Drive	4606 Holly Drive	304 Foresteria Dr.
Palm Beach Gardens,	Palm Beach Gardens,	Lake Park, FL 33403
Florida 33418	Florida 33418	

ARTICLE VII

INDEMNIFICATION

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

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE VIII

REGISTERED OFFICE AND AGENT

8. The street address of the initial registered office of this corporation is 1211 The Plaza, Singer Island, Florida 33404, and the name of the initial registered agent of this corporation at that address is Joseph Kuharcik, Esquire.

ARTICLE IX

INCORPORATOR

9. The name and address of the person signing these

Articles are:

Jose L. Serrano  
4606 Holly Drive  
Palm Beach Gardens,  
Florida 33418

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on this 10th day of March, 1998.

WITNESSES:

Sign: Jenny Lynn Short

Print: Jenny Lynn Short

Jose L. Serrano  
Jose L. Serrano,  
Incorporator

Sign: Jill Kuharcik

Print: Jill Kuharcik

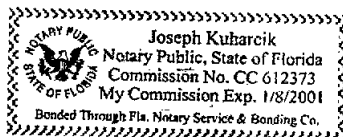
STATE OF FLORIDA  
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me by Jose L. Serrano, who is personally known to me, this 10th day of March, 1998.

Notary Public:

SIGN: Joseph Kuharcik  
PRINT: Joseph Kuharcik

STATE OF FLORIDA  
COMMISSION NO. \_\_\_\_\_  
My Commission expires: \_\_\_\_\_

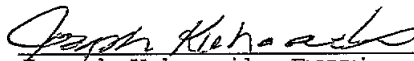


CERTIFICATE DESIGNATING AGENT

AND PLACE FOR SERVICE OF PROCESS

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That Motion Pixel Media, Inc., desiring to organize under the laws of the State of Florida with its office for the service of process within this State located at 1211 The Plaza, Singer Island, Florida 33404, has named Joseph Kuharcik, Esquire, as its Registered Agent to accept service of process for the above stated corporation, at the place designated in this Certificate. I hereby accept responsibility to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

  
Joseph Kuharcik, Esquire  
Registered Agent

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98 MAR 11 AM 9:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA