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MARCH 18, 1998

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
409 EAST GAINES STREET
TALLAHASSEE, FLORIDA 32399

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-03/23/98--01136--015
****122.50 ****122.50

RE: AARGH ANIMATION, INC.

GENTLEMEN:

ENCLOSED HERewith PLEASE FIND DUPLICATE ORIGINALS OF THE ARTICLES OF INCORPORATION IN REGARD TO THE ABOVE-CAPTIONED CORPORATION. ALSO ENCLOSED IS A CHECK IN THE AMOUNT OF \$ 122.50 REPRESENTING THE \$ 35.00 FILING FEE, \$ 35.00 DESIGNATION OF REGISTERED AGENT FEE AND \$ 52.50 CERTIFIED COPY FEE.

PLEASE RETURN THE APPROVED ARTICLES TO THE ATTENTION OF THE UNDERSIGNED IN THE ENCLOSED ENVELOPE.

THANK YOU FOR YOUR ASSISTANCE.

SINCERELY,



DAVID M. KALLAHER
760 DOMMERICH DRIVE
MAITLAND, FLORIDA 32750

ENCLOSURES

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 23 AM 9:08

RP
03-25-98

ARTICLES OF INCORPORATION

OF

AARGH ANIMATION, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 MAR 23 AM 9:08

The undersigned, a natural person of the age of eighteen (18) years, acting as incorporator of the corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation for such corporation.

ARTICLE ONE

The name of the corporation is AARGH ANIMATION, INC.

ARTICLE TWO

The period of its duration is perpetual.

ARTICLE THREE

The corporation is formed for the purpose of transaction any or all lawful business for which a corporation may be incorporated in the UNITED STATES, the State of Florida, or any other state, country, territory or nation.

ARTICLE FOUR

The aggregate number of shares that the corporation shall have authority to issue is 1000 shares with a par value of \$1.00 per share.

ARTICLE FIVE

The corporation will not commence business until it has received for the issuance of its shares consideration of the value of One Thousand (1,000) Dollars, consisting of money, labor done or property actually received.

ARTICLE SIX

The street address of its initial registered and principle office is 760 Dommerich Drive, Maitland, Florida, 32750, and the name of its initial registered agent at such address is David M. Kallaher.

ARTICLE SEVEN

The number of Directors constituting the initial Board of Directors is two, and the names and addresses of the persons who are to serve as Directors until the first annual meeting of the shareholders or until their successors are elected and qualified are:

David M. Kallaher 760 Dommerich Drive, Maitland, Florida, 32750.
Mark Simon 8137 Lake Crowell Circle, Orlando, Florida, 32836.

The name and address of the incorporator is:

David M. Kallaher 760 Dommerich Drive, Maitland, Florida, 32750.

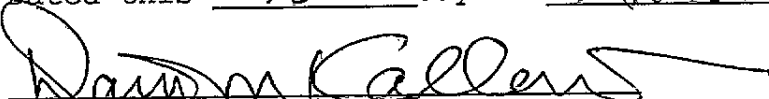
IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on this 18 day of March, 1998.


DAVID M. KALLAHER

REGISTERED AGENT

I, DAVID M. KALLAHER, agree to accept the designation of Registered Agent for AARGH ANIMATION, INC., located at 760 Dommerich Drive, Maitland, Florida, 32750. As the Registered Agent, I agree to accept service of process and to comply with all the other requirements of the Florida Statutes, Chapter 607 which apply to my capacity as Registered Agent.

Dated this 18 day of March, 1998.


DAVID M. KALLAHER

98 MAR 23 AM 9:08

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS