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Carney G. Petillo & Associates
1931 Tiptree Circle Orlando, Florida 32837
Phone (407) 851-4784

July 21, 1998

State of Florida
Secretary of State
Division of Corporations
The Capitol
Tallahassee, Florida 32304

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-07/24/98--01108--007
*****122.50 *****122.50

Re: O2 Pictures, Inc.

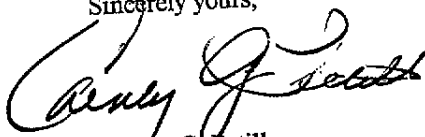
To Whom It May Concern;

Enclosed you will find two (2) copies of the Articles of Incorporation for O2 Pictures, Inc., along with a Check for \$122.50.

The check is in payment of state incorporation fees, and for a certified copy of the Articles of Incorporation. Please return the certified copy to me at the address listed above.

Thank you for your help in this matter, and if you are in need of any further information please contact me directly.

Sincerely yours,


Carney G. Petillo

Enclosure

EFFECTIVE DATE

7-21-98

FILED
98 JUL 24 AM 8:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AN 7-28-98

**ARTICLES OF INCORPORATION
OF
O2 PICTURES. INC.**

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida

FILED
98 JUL 24 AM 8:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of the corporation shall be: O2 Pictures, inc.

EFFECTIVE DATE

7-21-98

ARTICLE II. PRINCIPAL OFFICE

The address of the principal office of this corporation shall be: 417 Avalon Blvd., Orlando, Florida 32806, and the mailing address shall be the same.

ARTICLE III. NATURE OF BUSINESS

This corporation is organized for the purpose of engaging in Video and Film Production and 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 IV. CAPITAL STOCK

Maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 of common stock having no par value per share.

ARTICLE V. REGISTERED AGENT

The name of the initial Registered Agent is: Daniel O'Loane

The street address initial Registered Office is: 417 Avalon Blvd,
Orlando, Florida 32806

ARTICLE VI. TERM OF EXISTENCE

This corporation is to exist perpetually. The effective date of this corporation is July 21, 1998.

ARTICLE VII. DIRECTORS

All corporate powers shall exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one Director, initially. The name and street address of the initial member of the Board of Directors is:

Daniel O'Loane 417 Avalon Blvd., Orlando, Florida 32806

ARTICLE VIII. INCORPORATOR

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

Daniel O'Loane 417 Avalon Blvd., Orlando, Florida 32806

The undersigned has (have) executed these Articles of Incorporation this 21st day of July 1998.

Daniel E. O'Loane / PRESIDENT
Signature/Title

Signature/Title

Signature/Title

FILED

98 JUL 24 AM 8:15

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE

7-21-98

CERTIFICATE OF DESIGNATION

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 designating the registered agent/registered office, in the State of Florida.

1. The name of the corporation is:

O2 Pictures, Inc.

2. The name and street address of the incorporator to these Articles of Incorporation is:

Daniel O'Loane
417 Avalon Blvd.
Orlando, Florida 32806

Signature

Daniel E. O'Loane

Title

PRESIDENT

Date

7/22/98

HAVING BEE 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 STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Signature

Daniel E. O'Loane

Date

7/22/98