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DAVID W. WATSON
1153 MALABAR RD NE # 16-163
PALM BAY, FL 32907

FLORIDA DEPT. OF STATE
DIVISION OF CORPORATIONS
PO BOX 6327
TALLAHASSEE, FL 32314

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*****78.00 *****78.00

DECEMBER 11, 1998

MS. Batten,

I've made the appropriate changes to my articles as you requested, and I'm enclosing a signed statement of acceptance for the registered agent(me!).

Enclosed with this letter you'll find the corrected articles of incorporation and a copy of them, the signed statement of acceptance for the registered agent, and a copy of your letter to me requesting the foregoing.

If you need to reach me by phone, my number is (407) 733-6534. My e-mail is: redhorse9@hotmail.com.

Thank You,

David W. Watson
David W. Watson

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FLORIDA DEPT. OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 8, 1998

DAVID W. WATSON
1153 MALABAR RD., N.E., #16-163
PALM BAY, FL 32907

SUBJECT: CUBE ROOT PIX, INC.
Ref. Number: W98000027326

We have received your document for CUBE ROOT PIX, INC. and your check(s) totaling \$78.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

The document must contain a registered agent with a Florida street address and a signed statement of acceptance. (i.e. I hereby am familiar with and accept the duties and responsibilities of Registered Agent.)

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6930.

Carolyn Batten
Document Specialist

Letter Number: 098A00057829

ARTICLES OF INCORPORATION

of

CUBE ROOT PIX, INC.

FIRST. The name of this corporation is CUBE ROOT PIX, INC.

SECOND. Its principal office in the State of Florida is to be located at 1153 MALABAR RD. NE. # 16-163 in the city of PALM BAY, county of BREVARD.

THIRD. The registered agent in charge thereof is David W. Watson at 1153 MALABAR RD NE # 16-163 in the city of PALM BAY, county of BREVARD.

FOURTH. The nature of the business and the objects and purposes proposed to be transacted, promoted, and carried on are to do any or all the things herein mentioned, as fully and to the same extent as natural persons might or could do, and in any part of the world, viz.:

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the Florida Statutes pertaining to incorporation of a for-profit enterprise: Florida Statutes, Sections 607.034, 607.164, etc..

Specifically, the business will engage in motion picture production and development, publishing books, magazines, newsletters, etc. and any or all aspects of the above.

FIFTH. The amount of the total authorized capital stock of this Corporation is 5,000,000 shares of \$1.00 par value.

SIXTH. The name and address of the incorporator is as follows:

NAME:

David W. Watson.

ADDRESS:

1153 MALABAR RD NE # 16-163
PALM BAY, FL 32907

SEVENTH. The powers of the incorporator are to terminate upon filing of the articles of incorporation, and the name(s) and mailing addresses of the person(s) who are to serve As director(s) until the first annual meeting of stockholders or until their successors are elected and qualify are as follows:

David W. Watson, 1153 Malabar RD NE # 16-163/ PALM BAY, FLORIDA 32907.

EIGHTH. The Director shall have power to make and to alter or amend the By-Laws, fix the amount to be reversed as working capital, and authorize and cause to be executed mortgages and liens without limit as to the amount, upon the property and franchise of the Corporation.

With the consent, in writing, and pursuant to a vote of the holders of a majority of the capital stock issued and outstanding, the Director shall have the authority to dispose of, in any manner, the whole property of this Corporation.

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

Page 2

of

CUBE ROOT PIX, INC.

The By-Laws shall determine whether, and to what extent, the accounts and books of this Corporation, or any of them, shall be open to the inspection of the stockholders; and no stockholder shall have any right of inspecting any account or book or document of this Corporation, except as conferred by the law or the By-Laws, or by resolution of the stockholders.

The stockholders and director shall have power to hold their meetings and keep the books, documents and papers of the Corporation outside the State of Florida, at such places as may be from time to time designated by the By-Laws or by resolution of the stockholders or Director, except as otherwise required by the laws of Florida.

It is the intention that the objects, purposes and powers specified in the Third Paragraph hereof shall, except where otherwise specified in said paragraph, be nowise limited or restricted by reference to or inference from the terms of any other clause or paragraph in these articles of incorporation, but that the objects, purposes and powers specified in the Third Paragraph and in each of the clauses or paragraphs of this charter shall be regarded as independent objects, purposes, and powers.

NINTH Director(s) of the Corporation shall not be liable to either the Corporation or its stockholders for monetary damages for a breach of fiduciary duties unless the breach involves: (1) a director's duty of loyalty to the Corporation or its stockholders; (2) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law; (3) liability for unlawful payments of dividends or unlawful stock purchases or redemption by the Corporation; or (4) a transaction from which the director derived an improper benefit.

TENTH EFFECTIVE DATE: Pursuant to Section 607.0123 of the Florida Statutes, the effective date of this document shall be upon filing of the articles with the State.

I, THE UNDERSIGNED, for the purpose of forming a corporation under the laws of the State of Florida, do make, file, and record these articles and do certify that the facts herein are true; and I have hereunto set my hand.

DATED AT: September 30, 1998.

State of: FLORIDA

County of: BREVARD

David W. Watson
Signature of Person Named in Sixth Article

STATEMENT OF ACCEPTANCE OF REGISTERED AGENT

I, David W. Watson am familiar with and accept the duties and responsibilities of Registered Agent.

David W. Watson
Signature of Registered Agent

12/11/98
Date

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