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OFFICE AT BAY POINT, SUITE 970
4770 BISCAYNE BOULEVARD
MIAMI, FLORIDA 33137

July 16, 1999

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

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*****78.75 *****78.75

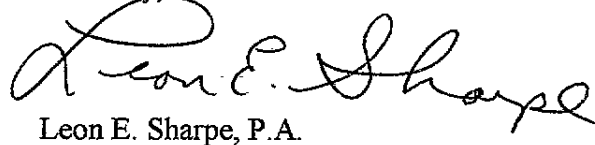
RE: Articles of Incorporation -
1) Jitter Flix, Inc.
2) Ocean Drive Studios, Inc.

Dear Sir:

Enclosed please find an original and one copy of the Articles of Incorporation for the above referenced corporations. I have also enclosed two checks in the sum of \$78.75 each for the filing fee. Please return the certified copies of the Articles of Incorporation to my office at the above address.

Thank you for your cooperation and courtesy.

Sincerely,


Leon E. Sharpe, P.A.

LES:lff
Enclosure

FILED
99 JUL 19 PM 4:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

7-26
105

ARTICLES OF INCORPORATION

OF

JITTER FLIX, INC.

FILED
99 JUL 19 PM 4:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned incorporators of this corporation under Florida Statute 607, as amended, adopt the following Articles of Incorporation.

ARTICLE I

Name and Principal Office

The name of this corporation is Jitter Flix, Inc. The principal office of this corporation is located at 7953 Ramona Street, Miramar, Florida 33023.

ARTICLE II

Purposes

The general nature of the business and the objects and purposes proposed to be transacted and carried on by and powers of this corporation are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might or could do, viz:

(a) This is a film company that will engage in the business of producing motion pictures, music videos, t.v. production and commercials.

(b) To do all acts and things and conduct and carry on all business and enterprises to the same extent as any

natural person which is not specifically prohibited by the laws of the State of Florida, United States of America, any rule or regulation promulgated thereunder.

(c) In general, to carry on any other business or enterprise and exercise all or any of the corporate powers which may be carried on or exercised by a corporation organized under Chapter 607, Florida Statutes, as amended, not forbidden by the laws of the State of Florida.

ARTICLE III

Capital Stock

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock at One Dollar (\$1.00) par value per share. The consideration to be paid for each share shall be payable in lawful money of the United States of America or in property, labor or services which, in the judgment of the Board of Directors, shall be of the valuation equivalent to the value of the stock to be issued.

ARTICLE IV

Voting Rights

Except as otherwise provided by law, the entire voting power for the election of directors and for all other

purposes shall be vested exclusively in the holders of the outstanding Common Shares.

The manner of election for directors and the manner of their admission are to be provided for in the Bylaws.

ARTICLE V

Duration

This corporation is to have perpetual existence commencing on the date of execution and acknowledgment of these Articles of Incorporation.

ARTICLE VI

Initial Registered Agent

The street address of the initial registered agent of this corporation is Willis Felin, 7953 Ramona Street, Miramar, Florida 33023. The Board of Directors may, from time to time change the designated registered agent of the corporation.

ARTICLE VII

Directors

The initial number of directors of this corporation shall be one (1). The number of directors may be either increased or decreased from time to time as provided for in the Bylaws.

The names and addresses of the members of the first board of directors who, subject to the provisions of the

Certificate of Incorporation, the Bylaws and Corporation Laws of the State of Florida, shall hold office for the first year of the corporation's existence, or until their successors are elected and have qualified are:

<u>Name</u>	<u>Address</u>
Wills Felin	7953 Ramona Street Miramar, Florida 33023

ARTICLE VIII

Indemnification

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

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation at Miami, Dade County, Florida, for the uses and purposes aforesaid, this 16 day of July, 1999.

Wills Felin
WILLS FELIN

STATE OF FLORIDA

COUNTY OF DADE

BEFORE ME, the undersigned authority, personally appeared WILLS FELIN who produced Fla. Drivers License

as identification and being duly sworn, upon oath, to me well known to be the person described in and who executed the foregoing Certificate of Incorporation, and who acknowledges before me, according to law, that he made and subscribed the same for the purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal, at Miami, Dade County, Florida this 16 day of July, 1999.

Lou Frances Ferguson
Notary Public
State of Florida at Large

My Commission Expires:

OFFICIAL NOTARY SEAL
LOU FRANCES FERGUSON
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC711897
MY COMMISSION EXP. FEB. 21, 2002

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

FILED
99 JUL 19 PM 4:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 office/registered agent, in the State of Florida.

1. The name of the corporation is:

Jitter Flix, Inc.

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

Wills Felin
7953 Ramona Street.
Miramar, Florida 33023

Wills Felin
TITLE: President
DATE: 7/16/99

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 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.

Wills Felin
DATE: 7/16/99