

P99000075850

TRANSMITTAL LETTER

DEPARTMENT OF STATE
DIVISIONS OF CORPORATIONS
P.O. BOX 6327
TALLAHASSEE, FL. 32314

SUBJECT: RARE ELEMENT ENTERTAINMENT INC.

ENCLOSED IS AN ORIGINAL AND ONE(1) COPY OF THE ARTICLES OF INCORPORATION AND A CHECK FOR \$70.00

FROM

PAUL HATCHERIAN
105 10TH AVE NORTH
ST. PETERSBERG, FL. 33701
(727)821-9931

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-08/20/99--01085--001
*****70.00 *****70.00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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TS 8/25/99

**ARTICLES OF INCORPORATION
OF
RARE ELEMENT ENTERTAINMENT, INC.
A FLORIDA CORPORATION**

THE UNDERSIGNED SUBSCRIBERS TO THESE ARTICLES OF INCORPORATION, EACH A NATURAL PERSON COMPETENT TO CONTRACT, HEREBY ASSOCIATE THEMSELVES TOGETHER TO FORM A CORPORATION FOR PROFIT UNDER THE LAWS OF THE STATE OF FLORIDA.

ARTICLE I

THE NAME OF THE CORPORATION IS RARE ELEMENT ENTERTAINMENT INC.

ARTICLE II

THIS CORPORATION IS TO EXIST PERPETUALLY UNLESS DISSOLVED IN ACCORDANCE WITH THE LAWS OF THE STATE OF FLORIDA.

ARTICLE III

THIS CORPORATION MAY ENGAGE IN ANY ACTIVITIES OF BUSINESS PERMITTED UNDER THE LAWS OF THE UNITED STATES AND OF THIS STATE.

ARTICLE IV

THE NAME AND STREET ADDRESS OF THE INCORPORATORS TO THESE ARTICLES OF INCORPORATION ARE

PAUL HATCHERIAN
105 10TH AVE NORTH
ST. PETERSBERG FL. 33701

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ARTICLE V

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. ALL OR ANY PART OF SAID STOCK OF THIS CORPORATION MAY BE PAID FOR WHOLLY OR IN PART FOR CASH OR OTHER PROPERTY, EXCLUDING STOCK OR OTHER SECURITIES, AT A JUST VALUATION TO BE FIXED BY THE DIRECTORS OF THIS CORPORATION AT ANY REGULAR OR SPECIAL MEETING AND ANY AND ALL SHARES ISSUED SHALL BE PAID AND NON ASSESSABLE.

ARTICLE VI

THE INITIAL STREET ADDRESS OF THE PRINCIPLE OFFICE OF THIS CORPORATION IN THE STATE OF FLORIDA IS: 105 10TH AVE NORTH ST. PETERSBERG, FL. 33701 THE BOARD OF DIRECTORS MAY FROM TIME TO TIME MOVE THE PRINCIPLE OFFICE TO ANY OTHER ADDRESS IN FLORIDA.

ARTICLE VII

THIS CORPORATION SHALL NOT HAVE LESS THAN ONE(1) DIRECTOR INITIALLY. THE NUMBER OF DIRECTORS MAY BE INCREASED FROM TIME TO TIME BY THE BYLAWS ADOPTED BY THE STOCKHOLDERS, BUT SHALL NEVER BE LESS THAN ONE(1).

ARTICLE VIII

THE NAMES AND ADDRESS OF THE MEMBERS OF THE FIRST BOARD OF DIRECTORS ARE:

PAUL HATCHERIAN
105 10TH AVE NORTH
ST. PETERSBERG FL. 33701

ARTICLE IX

PURSUANT TO CHAPTER 48.091, FLORIDA STATUTES, PAUL HATCHERIAN RESIDING AT 105 10TH AVE NORTH ST. PETERSBERG, FL. 33701 IS HEREBY NAMED AS REGISTERED AGENT OF THIS CORPORATION TO ACCEPT SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA. THAT THE SAID PAUL HATCHERIAN BY EXECUTION OF THESE ARTICLES DOES ACCEPT TO ACT IN THIS CAPACITY AND AGREE TO COMPLY WITH THE PROVISIONS OF SAID ACT RELATIVE TO KEEPING OPEN SAID OFFICE LOCATED AT THE ABOVE ADDRESS.

ARTICLE X

IN THE CASE OF DEATH OF ANY STOCKHOLDER, THE CORPORATION SHALL HAVE THE RIGHT TO PURCHASE THE STOCK FROM THE LEGAL REPRESENTATIVE OF THE DECEASED FOR ITS BOOK VALUE AS OF THE DATE OF DEATH OF THE DECEASED STOCKHOLDER. IF THE CORPORATION DOES NOT, OR CANNOT, PURCHASE THE STOCK, THE BOARD OF DIRECTORS SHALL HAVE THE RIGHT TO EMPOWER SUCH OF ITS EXISTING STOCKHOLDERS AS IT SEES FIT TO MAKE SUCH PURCHASE FROM LEGAL REPRESENTATIVES AT THE SAME PRICE.

ARTICLE XI

THE ARTICLES OF INCORPORATION MAY BE AMENDED IN THE MANNER PROVIDED BY LAW. EVERY AMENDMENT SHALL BE APPROVED BY THE BOARD OF DIRECTORS, PROPOSED BY THEM TO THE STOCKHOLDERS, AND APPROVED AT A STOCKHOLDERS' MEETING BY A MAJORITY OF THE STOCKHOLDERS ENTITLED TO VOTE THEREON, UNLESS ALL THE DIRECTORS AND ALL THE STOCKHOLDERS SIGN A WRITTEN STATEMENT MANIFESTING THEIR INTENTION THAT A CERTAIN AMENDMENT TO THESE ARTICLES OF INCORPORATION BE MADE.

IN WITNESS WHEREOF, THE UNDERSIGNED INCORPORATORS HAS EXECUTED AND SUBSCRIBED THESE ARTICLES OF INCORPORATION FOR THE USES AND PURPOSES AFORESAID ON THE

17 DAY OF August, 1999

PAUL HATCHERIAN
STATE OF FLORIDA
COUNTY OF PINELLAS

Paul Hatcherian

(SIGNATURE)



John A. Sivigny, Jr.
MY COMMISSION # CC734174 EXPIRES
June 7, 2002
BONDED THRU TROY FAIN INSURANCE, INC.

BEFORE ME, THE UNDERSIGNED AUTHORITY, AUTHORIZED TO TAKE ACKNOWLEDGMENTS IN THE STATE AND COUNTY AFORESAID, PERSONALLY APPEARED PAUL HATCHERIAN AS REGISTERED AGENT OF RARE ELEMENT ENTERTAINMENT INC., KNOWN TO ME AND KNOWN BY ME TO BE THE PERSON DESCRIBED IN AND WHO EXECUTED THE FOREGOING INSTRUMENT AND HE ACKNOWLEDGED BEFORE ME THAT THEY EXECUTED THE SAME FOR THE PURPOSE THEREIN EXPRESSED.

IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND AND AFFIXED MY OFFICIAL SEAL THE

17th DAY OF August 1999

John A. Sivigny, Jr.

NOTARY PUBLIC

COMMISSION #

CC734174

MY COMMISSION EXPIRES

06-07-02

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, 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 :
RARE ELEMENT ENTERTAINMENT INC.
2. THE NAME AND ADDRESS OF THE REGISTERED AGENT AND OFFICE IS

PAUL HATCHERIAN
105 10TH AVE NORTH
ST. PETERSBERG, FL. 33701

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

Paul Hatcherian
(SIGNATURE)

8-17-99
(DATE)

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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA