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TALLAHASSEE, FLORIDA

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FILED

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. SPIN PRODUCTIONS, INC.
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

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☒ Certified Copy

☐ Mail out ☐ Will wait

☐ Photocopy

☐ Certificate of Status

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TALLAHASSEE, FLORIDA

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NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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Examiner's Initials

ARTICLES OF INCORPORATION

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TALLAHASSEE FLORIDA

ARTICLE I - NAME

The name of the corporation shall be SPIN PRODUCTIONS, INC.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be 4160 Park Avenue, Coconut Grove, Florida 33133.

ARTICLE III - PURPOSE AND DURATION

This corporation is organized for the purpose of transacting any and all lawful business, and shall have perpetual existence commencing at the time of filing of the ARTICLES OF INCORPORATION with the Department of State.

ARTICLE IV - STOCKS

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 500 shares at \$1.00 each par value common stocks.

ARTICLE V - RESTRICTIONS ON THE TRANSFER OF STOCKS

Shares of capital stock of this corporation shall be issued initially to the following persons in the amount set opposite their names:

LUCIANA PETROCCHI _____ 250 Shares

ANTONIO FERREIRA DA COSTA NETO _____ 250 Shares

Shares held by the initial shareholders listed above may not be resold or otherwise transferred to others unless such shares are first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all the shareholders and this corporation.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have two directors initially. The number of directors may be increased or diminished from time to time as provided for by the Bylaws, but shall never be less than two. The names and street address of the initial directors of this corporation are:

LUCIANA PETROCCHI _____ PRESIDENT
4160 Park Avenue
Coconut Grove, Fl 33133

ANTONIO FERREIRA DA COSTA NETO _____ VICE-PRESIDENT
4160 Park Avenue
Coconut Grove, Fl 33133

ARTICLE VII - PREEMPTIVE RIGHTS

Each shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VIII - SHAREHOLDERS QUORUM AND VOTING

Fifty percent of the shares plus one entitled to vote represented in person or by proxy shall constitute a quorum at the meeting of shareholders. If the quorum is present the affirmative vote of fifty percent of the shares plus one represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE IX - CUMULATIVE VOTING

At each election for directors each shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

ARTICLE X - CALLING OF SPECIAL MEETING

Special meetings of the shareholders may be called by the Board of Directors.

ARTICLE XI - BYLAWS

The power to adopt, alter, amend and repeal bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE XII - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XIII - RIGHT UPON LIQUIDATION OR DISSOLUTION

In the event of any voluntary or involuntary liquidation, dissolution or winding up of this corporation, the holders of record of the common shares all receive a ratable distribution of the assets of the corporation.

ARTICLE XIV - INCORPORATORS

The name and street address of the incorporators to these Articles of Incorporation are:

LUCIANA PETROCCHI
4160 Park Avenue
Coconut Grove, Fl 33133

ANTONIO FERREIRA DA COSTA NETO
4160 Park Avenue
Coconut Grove, Fl 33133

The undersigned subscriber have executed these Articles of Incorporation this SEVENTH day of DECEMBER of 1999.

Signature  President

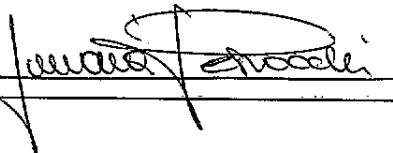
Signature  Vice-President

ARTICLE XV - INITIAL REGISTERED AGENT AND ADDRESS

The name of the initial registered agent of this corporation is LUCIANA PETROCCHI.

The street address of the initial registered agent of this corporation is 4160 Park Avenue, Coconut Grove, Fl 33133. Having been named to accept service of process for the above stated corporation, at the place designated in this Articles of Incorporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of section {607.325} of Florida statutes.

Agent Sign

A handwritten signature in dark ink, appearing to read "James J. Ferrelli", written over a horizontal line.

Date: December 7/99

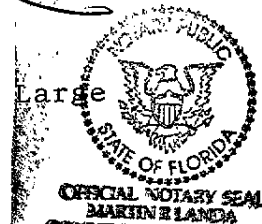
Handwritten initials "J.N." in dark ink, located in the lower right area of the page.

S T A T E O F F L O R I D A
C O U N T Y O F D A D E

BEFORE ME, an officer duly authorized in the State of
aforesaid and in the County aforesaid, to
take acknowledgements, personally appeared
LUCIANA PETROCCHI and ANTONIO FERREIRA DA COSTA
NETO to me known to be the persons described in
and who executed the same for the purposes
therein expressed.

WITNESS my hand and official seal in the County and
State last aforesaid on this Seventh day of
December of 1999.


NOTARY PUBLIC
State of Florida at Large



My commission expires NOV 9, 2000

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SECRETARY OF STATE
TALLAHASSEE FLORIDA