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TRANSMITTAL LETTER

SECRETARY OF STATE
DIVISION OF CORPORATIONS
12407295-01097-010
***191.25 ***191.25

TO: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Abacadabra Productions, Inc.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Kathy Whalen
(Name of Person)

Abacadabra Productions, Inc.
(Firm/Company)

2323 W. Dunlap #250
(Address)

Phoenix Az. 85021
(City/State/Zip)

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#1218

Should you need to call someone concerning this matter, please call:

Kathy Whalen at (800) 489-0513
(Name of Person) (Area Code & Daytime Telephone Number)

COURIER ADDRESS:

Qualification/Tax Lien Sec.
Division of Corporations
409 E. Gaines St
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION,
TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE
STATE OF FLORIDA:

1. Abacadabra Productions, Inc.
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Arizona
(State or country under the law of which it is incorporated)
3. 86-0770198
(FEI number, if applicable)
4. 9-13-94
(Date of Incorporation)
5. "perpetual"
(Duration: Year corp. will cease to exist or "perpetual")
6. July 6, 1995
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. 2323 W. Dunlap #250
Phx., Az 85021
(Current mailing address)
8. write + produce educational magic shows + coloring books
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: Kathy Whalen

Office Address: 10,000 Park

Largo, Florida, 34647
(Zip Code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Kathy Whalen
(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

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12. Names and addresses of officers and/or directors: (Street address ONLY- P. O. Box NOT acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Chairman: Kathy Whalen

Address: 2323 W. Dunlap #250, Phx, Az, 85021

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS (Street address only- P. O. Box NOT acceptable)

President: Kathy Whalen, pres.

Address: 2323 W. Dunlap #250, Phx, Az. 85021

Vice President: _____

Address: _____

Secretary: Brax Aguilera

Address: 2323 W. Dunlap #250, Phx, Az. 85021

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Kathy Whalen, pres.
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Kathy Whalen, pres.
(Type or printed name and capacity of person signing application)

State of Arizona



OFFICE OF THE CORPORATION COMMISSION

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To all to Whom these Presents shall Come, Greeting:

I, the Executive Secretary of the Arizona Corporation Commission, DO HEREBY CERTIFY that

ABRACADABRA PRODUCTIONS, INC.

a Domestic Corporation organized under the laws of the State of Arizona, did incorporate on September 13, 1994.

I FURTHER CERTIFY that this corporation has filed all affidavits and annual reports and paid all annual filing fees required to date and, therefore, is in good standing in this state.



IN WITNESS WHEREOF, I have hereunto set my hand and affixed the official seal of the Arizona Corporation Commission. Done at Phoenix, the Capital, this

30th day of November,

1995, A.D.

James Matthews
Executive Secretary

By *Alan Walker*