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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT/NON PROFIT CORPORATION

S3 Productions Inc.

Certificate of Status	0
Certified Copy	1
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ARTICLES OF INCORPORATION
OF
S3 PRODUCTIONS INC.

WE, THE UNDERSIGNED, being desirous of associating ourselves together for the purpose of becoming a corporation for profit under the laws of the State of Florida, do make, subscribe and acknowledge these Articles of Incorporation, pursuant to Chapter 607 of the Florida Business Corporation Act, and other applicable provisions of the Corporation Law of the State of Florida, and acts amendatory thereof and supplemental thereto.

FIRST: The name of the corporation is: S3 PRODUCTIONS INC.

SECOND: The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the corporation laws of the State of Florida.

THIRD: The corporation shall be authorized to issue the following shares:

<u>Class</u>	<u>Number of Shares</u>	<u>Par Value</u>
Preferred	1,000,000	\$0.0001
Common Stock	1,000,000	\$0.0001

B. The Board of Directors is authorized, subject to any limitations prescribed a certificate pursuant to the applicable law of the State of Florida, to establish from time to time the number of shares to be included in each such series, and to fix the designation, powers, preferences, and rights of the shares of each such series and any qualifications, limitations or restrictions thereon. The number of authorized shares of Preferred Stock may be increased or decreased (but not below the number of shares thereof then outstanding) by the affirmative vote of the holders of a majority of the outstanding shares of Common Stock without a vote of the holders of the Preferred Stock, or of any series thereof, unless a vote of any such holders is required pursuant to the certificate or certificates establishing the series of Preferred Stock.

C. Shares of Preferred Stock acquired by the Corporation by reason of redemption, purchase, conversion or otherwise may be reissued, and all such shares shall be authorized but unissued shares, or treasury stock, as applicable.

D. Except as otherwise provided herein, the number of authorized shares of preferred stock may be increased or decreased (but not below the number of shares thereof then outstanding or reserved for issuance upon reclassification or conversion of any series of preferred stock, or upon the exercise of outstanding

options, warrants or other instruments or securities outstanding from time to time that are convertible into, or exchangeable for preferred stock) by the affirmative vote of a majority of the combined voting power of outstanding shares of capital stock of the Corporation entitled to vote thereon, voting as a single class irrespective of the provisions of law.

FOURTH: The address of the initial registered office of this corporation in this state is c/o United Corporate Services, Inc., 9200 South Dadeland Blvd., Suite 508, Miami, Florida 33156 and the name of the registered agent at said address is United Corporate Services, Inc.

FIFTH: The street address of the initial principal office of this corporation (wherever located) is 17154 Avenue LeRivage, Boca Raton, FL 33496.

SIXTH: The name and address of the incorporators are as follows:

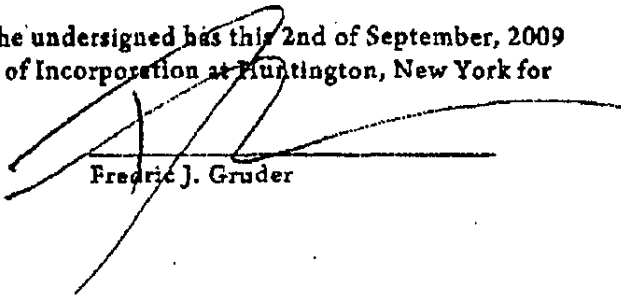
NAME	ADDRESS
Fredric J. Gruder	55 Elm Street, Huntington, NY 11743

SEVENTH: Any person who was or is a party or is threatened to be made a party to any proceeding, (whether or not by or in the right of the corporation) by reason of the fact that he is or was a director, officer, employee, or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, shall be entitled to be indemnified by the corporation to the full extent then permitted by law against liability incurred in connection with such proceeding, including any appeal thereof. Such right of indemnification shall incur whether or not the claim asserted is based on matters which antedate the adoption of this Article SEVENTH. In furtherance of the foregoing, and not in limitation thereof, the Corporation shall advance all defense costs upon such reasonable limitations and conditions (including a right of oversight) as it may impose. Such right of indemnification shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall incur to the benefit of the heirs and personal representatives of such a person. The indemnification provided by this Article SEVENTH shall not be deemed exclusive of any other rights which may be provided now or in the future under any provisions currently in effect or hereafter adopted by the By-Laws, by any agreement, by vote of stockholders, by resolution of disinterested directors, by provision of law, or otherwise.

EIGHTH: No director of the corporation shall be personally liable to the corporation or any other person for monetary damages for breach of fiduciary duty as a director, except for liability (1) for a violation of criminal law, unless the director has reasonable cause to believe his conduct was lawful or had no

reasonable cause to believe his conduct was unlawful, (ii) for any transaction from which the director directly or indirectly derived an improper personal benefit, (iii) under section 607.144 of the Florida General Corporation Act, (iv) for conscious disregard for the best interest of the corporation or willful misconduct, or (v) for recklessness or an act or omission which was committed in bad faith or with a malicious purpose or in a matter exhibiting wanton and willful disregard of human, rights, safety, or property.

IN WITNESS WHEREOF, the undersigned has this 2nd of September, 2009 made and subscribed these Articles of Incorporation at Huntington, New York for the uses and purposes aforesaid.



Fredric J. Gruder

ACCEPTENCE AS REGISTERED AGENT
OF
S3 Productions Inc.

Having been named to accept service of process for the above corporation, at the place designated in this certificate, 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.

Dated: September 2 2009

United Corporate Services, Inc.



By: Michael A. Barr, President

9200 South Dadeland Blvd.,
Suite 508
Miami, Florida 33156

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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