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July 27, 1998

Department of State  
Divisions of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

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-07/29/98--01016--015  
\*\*\*122.50 \*\*\*122.50

Re: Keyframe Entertainment Inc.

Enclosed is an original and one (1) copy of the Articles of Incorporation and check number 1401 in the amount of \$122.50 for the filing fee and the Certified Copy.

Please send the certified copy or any other correspondence to:  
Christopher N. Flynn  
6197 Westgate Drive #134  
Orlando, FL 32835-2096  
Tel: 1(407) 522-5318

Thank you for your cooperation

Sincerely,

Christopher N. Flynn

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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RP  
07-31-98

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ARTICLES OF INCORPORATION  
OF  
KEYFRAME ENTERTAINMENT, INC.

ARTICLE I - NAME AND PRINCIPAL ADDRESS

The name of this corporation shall be KEYFRAME ENTERTAINMENT, INC.. The principal place of business and mailing address of this corporation shall be 6197 WESTGATE DRIVE, #134, ORLANDO, FLORIDA 32835.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue 100 shares of \$1.00 par value common stock which shall be designated "Common Shares".

ARTICLE IV - PRE-EMPTIVE RIGHTS

Every 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 V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 6197 WESTGATE DRIVE, #134, ORLANDO, FLORIDA, 32835 and the name of the initial registered agent of this corporation at that address is CHRISTOPHER NOEL FLYNN.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have (1) Director(s) constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time by the By Laws. The name and address of the initial Board of Directors of this corporation is:

NAME

ADDRESS

CHRISTOPHER NOEL FLYNN,  
PRESIDENT

6197 WESTGATE DRIVE  
#134  
ORLANDO, FLORIDA, 32835

ARTICLE VII - INCORPORATORS

The name and address of each person signing these Articles are:

NAME

ADDRESS

CHRISTOPHER NOEL FLYNN,  
PRESIDENT

6197 WESTGATE DRIVE  
#134  
ORLANDO, FLORIDA, 32835

ARTICLE VIII - INDEMNIFICATION

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

ARTICLE IX - AMENDMENT

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

  
CHRISTOPHER NOEL FLYNN,  
Incorporator

7-23-98  
Date

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTE, THE FOLLOWING IS SUBMITTED:

FIRST THAT KEYFRAME ENTERTAINMENT, INC.,

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT 6197 WESTGATE DRIVE, #134, CITY OF ORLANDO, STATE OF FLORIDA, HAS NAMED CHRISTOPHER NOEL FLYNN, LOCATED AT 6197 WESTGATE DRIVE, #134, CITY OF ORLANDO, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

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

  
CHRISTOPHER NOEL FLYNN  
REGISTERED AGENT

7-23-98  
Date

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of

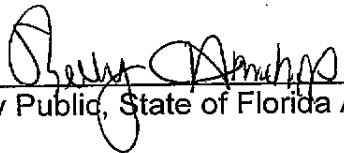
Incorporation this 23rd day of July, 1998.

  
CHRISTOPHER NOEL FLYNN,  
PRESIDENT

STATE OF FLORIDA  
COUNTY OF ORANGE

Before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared CHRISTOPHER NOEL FLYNN, known to be and known by me to be the person OR produced identification FDX F4SD 114721010 & 0000 who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 23 day of July, 1998.

  
\_\_\_\_\_  
Notary Public, State of Florida At Large



Shelly Donahoo  
My Commission CC632492  
Expires March 24, 2001

My Commission Expires:

FILED  
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