

FILED EFFECTIVE

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ARTICLES OF INCORPORATION

OF

BB3D, INC.

The undersigned, in order to form a corporation pursuant to Idaho Business Corporation Act, certify as follows:

ARTICLE I

The name of the corporation is BB3D, Inc.
(hereafter "Corporation").

ARTICLE II

The purposes for which this Corporation is organized are as follows:

1. To engage in animation and consulting; and
2. To engage in any other lawful activity or business for which corporations may be incorporated under the Idaho Business Corporation Act.

ARTICLE III

The Corporation shall have perpetual existence.

ARTICLE IV

The address of the initial registered office of the Corporation shall be 2267 W. Lonesome Dove St. Meridian, ID 83642, and the name of its initial registered agent at such address is Ronald G. Molina.

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ARTICLE V

The shares of stock to be issued by the Corporation shall consist of one class only, and the aggregate number of shares which the Corporation shall be authorized to issue shall be 1,000 shares of stock, each having a par value of \$1.00 per share. All shares of stock shall have the same rights in such Corporation and shall be nonassessable when paid in full.

ARTICLE VI

The names and post office addresses of the incorporators and organizers, who have named themselves as the initial directors to serve until the first election of directors of the Corporation, are as follows:

NAME:

ADDRESS:

Ronald G. Molina

2267 W. Lonesome Dove St.
Meridian, ID 83642

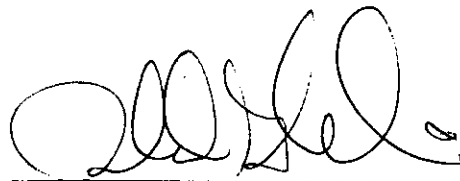
ARTICLE VII

The private property of the stockholders of this Corporation shall not be subject to the payment of the corporate debts in any amount or to any extent whatever.

ARTICLE VIII

The Corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

Dated: 10-24-05

A handwritten signature in dark ink, consisting of several loops and a final flourish, is written above a horizontal line.