

FILED *mg*
 In the office of the Secretary of State
 of the State of California

APR 14 2009

**ARTICLES OF INCORPORATION
 WITH STATEMENT OF CONVERSION**

I

The name of this corporation is **Fricke Films**.

II

The purpose of the corporation is to engage in any lawful act or activity for which a Corporation may be organized under the **General Corporation Law of California**. Other than the banking business, the trust company business or the practice of a profession permitted to be incorporated by the California Corporations Code.

III

The name in the State of California of this corporation's initial agent for service of process is:

Paracorp Incorporated

IV

This corporation is authorized to issue only one class of shares of stock; and the total Number of shares which this corporation is authorized to issue is 100.

V

The name of the converting California limited liability company is **Fricke Films LLC**. The limited liability company's California Secretary of State file number is 200608410020. The principal terms of the plan of conversion were approved by a vote of the members, which equaled or exceeded the vote required under Section 17540.3. There is one class of members entitled to vote and the percentage vote required is a majority in interest of the members. The limited liability company is converting into a California stock corporation.

It is hereby declared that I am the person who executed this instrument, which execution is my act and deed.

R Fricke
 Ron Fricke, Manager of Fricke
 Films, LLC and Incorporator