



Office of the Secretary of State

**CERTIFICATE OF INCORPORATION
OF**

Kingslsle Entertainment Incorporated
Filing Number: 800435481

The undersigned, as Secretary of State of Texas, hereby certifies that Articles of Incorporation for the above named corporation have been received in this office and have been found to conform to law.

Accordingly, the undersigned, as Secretary of State, and by virtue of the authority vested in the Secretary by law, hereby issues this Certificate of Incorporation.

Issuance of this Certificate of Incorporation does not authorize the use of a name in this state in violation of the rights of another under the federal Trademark Act of 1946, the Texas trademark law, the Assumed Business or Professional Name Act, or the common law.

Dated: 01/04/2005

Effective: 01/04/2005



A handwritten signature in black ink, appearing to read "G. Connor".

Geoffrey S. Connor
Secretary of State

ARTICLES OF INCORPORATION
OF
KINGSISLE ENTERTAINMENT INCORPORATED

FILED
In the Office of the
Secretary of State of Texas
JAN 04 2005
Corporations Section

I, the undersigned natural person of the age of eighteen (18) years or more, acting as incorporator of a corporation under the Texas Business Corporation Act, do hereby adopt the following Articles of Incorporation for such corporation.

ARTICLE I

The name of the corporation is Kingsisle Entertainment Incorporated.

ARTICLE II

The period of its duration is perpetual.

ARTICLE III

The purpose or purposes for which the corporation is organized are:

The transaction of any or all lawful business for which corporations may be incorporated under the Texas Business Corporation Act.

To do everything necessary, proper, advisable or convenient for the accomplishment or furtherance of such purposes, provided the same not be prohibited by the laws of the State of Texas.

ARTICLE IV

The aggregate number of shares which the corporation shall have authority to issue is One Hundred Million (100,000,000), of which Fifty Million (50,000,000) shall be Voting Common Stock, par value \$.0001 per share, and Fifty Million (50,000,000) shall be Non-Voting Common Stock, par value \$.0001 per share. Each share of Voting Common Stock shall be entitled to one vote on each matter submitted to a vote of the

shareholders. Shares of Non-Voting Common Stock shall not have any right to vote on any matter except as required by law. Except as provided above with respect to voting rights, shares of Voting Common Stock and Non-Voting Common Stock shall be entitled to identical rights with respect to dividends, distributions on liquidation and otherwise with respect to all other rights and privileges.

ARTICLE V

The corporation will not commence business until it has received for the issuance of its shares consideration of the value of One Thousand Dollars (\$1,000.00), consisting of money, labor done, or property actually received.

ARTICLE VI

No shareholder or other person shall have any preemptive right whatsoever.

ARTICLE VII

The post office address of the initial registered office of the corporation is 350 North St. Paul, Suite 2900, Dallas, Texas 75201, and the name of its initial registered agent at such address is CT Corporation System.

ARTICLE VIII

The number of directors constituting the initial board of directors is one (1) and the name and address of the person who is to serve as the director until the first annual meeting of the shareholders, or until his successor is elected and qualified are:

| <u>NAME</u> | <u>ADDRESS</u> |
|--------------|---|
| Elie Akilian | 1809 Kings Isle Drive Plano, Texas 75093 |

ARTICLE IX

With respect to any matter, other than the election of the board of directors, for which the affirmative vote of the holders of a specified portion of the shares entitled to vote is required by the Texas Business Corporation Act, and notwithstanding that such Act may require a portion of the shares entitled to vote that exceeds that specified in this Article, the act of the shareholders on that matter shall be the affirmative vote of the holders of a majority of the shares entitled to vote on that matter, rather than the affirmative vote otherwise required by such Act.

ARTICLE X

Special meetings of the shareholders may be called at any time by the Chairman of the Board, the Chief Executive Officer or the board of directors of the corporation, pursuant to a resolution duly adopted by a majority of the members thereof, and shall be called by the Chief Executive Officer or the Secretary of the corporation at the request in writing of the holders of not less than twenty-five percent (25%) of the voting power represented by all the shares issued, outstanding and entitled to be voted at the proposed special meeting, notwithstanding any other percentage established by the Texas Business Corporation Act.

ARTICLE XI

Except to the extent such power may be modified or divested by an action of the shareholders representing the majority of the issued and outstanding shares of the capital stock of the corporation taken at any regular or special meeting of the shareholders, the power to adopt, alter, amend or repeal the bylaws of the corporation shall be vested in the board of directors.

ARTICLE XII

To the extent permitted by Texas law and the Bylaws of the corporation, no director of the corporation shall be liable to the corporation or its shareholders for monetary damages for an act or omission in such director's capacity as a director of the corporation. The foregoing elimination of liability to the corporation and its shareholders for monetary damages shall not be deemed exclusive of any other rights or limitations of liability or indemnity to which a director may be entitled under any other provision of the Articles of Incorporation or Bylaws of the corporation, contract or agreement, vote of shareholders and/or disinterested directors of the corporation, or otherwise.

ARTICLE XIII

Any action required by the Texas Business Corporation Act, as amended, to be taken at any annual or special meeting of shareholders of the corporation, or any action which may be taken at any annual or special meeting of shareholders of the corporation, may be taken without a meeting, without prior notice, and without a vote, if a consent or consents in writing, setting forth the action so taken, shall be signed by the holder or holders of shares having not less than the minimum number of votes that would be necessary to take such action at a meeting at which the holders of all shares entitled to vote on the action were present and voted. Any such written consent must be dated, signed and delivered in the manner required by, and shall be effective for the period specified by the Texas Business Corporation Act, as amended, and the taking of any such action by written consent shall be subject to satisfaction of all applicable requirements of such Act.

Prompt notice of the taking of any action by shareholders without a meeting by less than unanimous written consent shall be given to those shareholders who did not consent in writing to the action.

ARTICLE XIV

The name and address of the incorporator is:

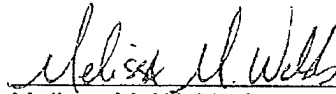
NAME

ADDRESS

Melissa M. Webb

901 Main Street, Suite 4300
Dallas, Texas 75202

IN WITNESS WHEREOF, I have hereunto set my hand this 4th day of January, 2005.



Melissa M. Webb, Incorporator