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LAZARUS CORPORATE FILING SERVICE, INC.

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3320 S.W. 87th AVENUE

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MIAMI, FLORIDA (305)552-5973

(City, State, Zip) (Phone #)

LOCAL REPRESENTATIVE TALLAHASSEE

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-08/20/99--01066--022

*****78.75 *****78.75

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. FONDAZIONE CINEMA ITALIANO INC.
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. ITALIAN foundation cinema inc
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

Walk in Pick up time 2:00

Certified Copy

Mail out Will wait

Photocopy

Certificate of Status

EFFECTIVE DATE
8-18-99

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 AUG 20 PM 2:26

FILED

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

99 AUG 20 PM 12:10

RECEIVED

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

820

Examiner's Initials

**ARTICLE OF INCORPORATION
OF
"Fondazione Cinema Italiano" Inc.
A not-for-profit Florida Corporation**

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I – NAME

The name of the corporation shall be "Fondazione Cinema Italiano" Inc.

EFFECTIVE DATE
08-18-99

ARTICLE II – NATURE OF BUSINESS

The general nature of the business to be transacted by the Corporation and its object and powers shall be to engage in any activity or business permitted under the laws of United States and the State of Florida. The Corporation shall not operate for the purpose of carrying on a trade or business for profit.

Organizing events to promote the Italians Cinema.

ARTICLE III – MEMBERSHIP

The member of the Corporation shall consist of the persons signing the Articles of Incorporation and such other person or persons and organization or organizations as the Board of Trustees may elect, by a two-thirds vote, at any annual or special meeting of the Board of Directors. The Board shall consider the interest of such persons or organizations in determining eligibility for membership.

ARTICLE IV – TERM OF EXISTENCE

This corporation shall have perpetual existence from the date of the incorporator's execution and adoption of these Articles of Incorporation.

**ARTICLE V – INITIAL REGISTERED AGENT
& OFFICE**

The initial registered agent of the corporation and the street of the initial registered office are as follow:

**Gaetano di Leo
7275 S.W 148th Street
Miami, FL 33158**

**ARTICLE VI – PRINCIPAL PLACE OF
BUSINESS**

**The address of the principal office and street address, in this State, of this
corporation is:**

**1001 Brickell Bay drive, suite 1508
Miami, FL 33131**

**The Board of Directors may, from time to time, move the principal office to any
other addresses in Florida.**

**ARTICLE VII – INITIAL DIRECTORS &
INCORPORATOR**

DIRECTORS

Gaetano Di Leo

**7275 S.W 148th Street
Miami, FL 33158**

**Angelo Pizzuto
1001 Brickell Bay drive
Suite 1508
Miami, FL 33131**

**Camillo Ricordi
3734 Matheson Ave.
Miami, FL 33133**

**Franco Aguggiaro
7275 S.W 148th Street
Miami, FL 33158**

INCORPORATOR

**Angelo Pizzuto
1001 Brickell Bay drive
Suite 1508
Miami FL 33131**

ARTICLE VIII – AMENDMENTS

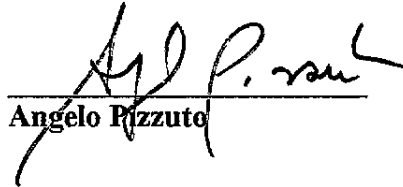
The Article of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at the stockholders meeting by a majority of the stock entitled to vote thereon, unless all the directors and all stockholders sign a written statement manifesting their intention that a certain amendment of this article of Incorporation be made.

ARTICLE IX – PROVISIONS RELATED TO PRIVATE FOUNDATION STATUS

If the Internal Revenue service determines that the Corporation is a private foundation as defined in section 509(a) of the Internal Revenue Code of 1954, the following provisions shall apply:

- 1) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax Laws.**
- 2) The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.**
- 3) The Corporation shall not retain excess of business holding as defined in Section 4943© of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax Laws.**
- 4) The Corporation shall not make any investment in such manner as to subject it to tax under section 4944 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal Tax Laws.**
- 5) The Corporation shall not make any taxable expenditure as defined in section 4945(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax Laws.**

IN WITNESS WHEREOF, I, the Incorporator above named, has hereunto set my hand and seal this 18th day of *Agst*, 1999.



Angelo Pizzuto

Acceptance of Register Agent

Having been named to accept service for "Fondazione Cinema Italiano" Inc., at the place designated by this Article of Incorporation, the undersigned is familiar and accepts the obligations of that position pursuant to F.S 607.050(3).



Gaetano Di Leo, Registered Agent

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TALLAHASSEE FLORIDA