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ACCOUNT NO. : 072100000032
REFERENCE : 780325 4808124
AUTHORIZATION : Patricia Pizuto
COST LIMIT : \$ 87.50

ORDER DATE : July 28, 2000
ORDER TIME : 8:58 AM
ORDER NO. : 780325-005
CUSTOMER NO: 4808124
CUSTOMER: Ms. Susan Mindell
Levine Plotkin & Menin Llp
1740 Broadway
22nd Floor
New York, NY 10019

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 AUG -3 PM 1:30

DOMESTIC FILING

NAME: JUST BLUE FILMS, INC.

EFFECTIVE DATE: 900003345149--4

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY ~~(2)~~

CONTACT PERSON: Darlene Ward - EXT. 1135
EXAMINER'S INITIALS:

CP 8/3/00

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

00 AUG -3 AM 11:29

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DIVISION OF CORPORATIONS

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ARTICLES OF INCORPORATION
OF

JUST BLUE FILMS, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

JUST BLUE FILMS, INC.

The address of the principal office of this corporation shall be 335 Ocean Boulevard, Golden Beach, Florida 33160, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one Director, initially. The name and address of the initial member of the Board of Directors is:

Bruce Weber
Dir.

335 Ocean Boulevard
Golden Beach, Florida 33160

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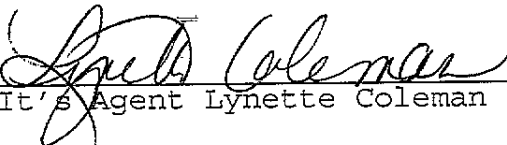
00 AUG -3 PM 1:30

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation: _

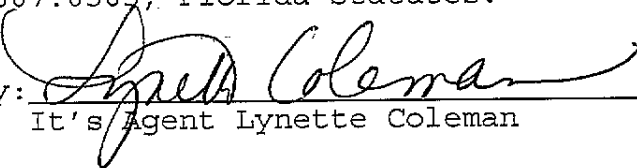
Corporation Service Company
1201 Hayš Street
Tallahassee, Florida 32301

The undersigned incorporator has executed these Articles of Incorporation on August 3, 2000.

By: 
It's Agent Lynette Coleman

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

By: 
It's Agent Lynette Coleman

dew