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Florida Department of State
Division of Corporations
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To: *file 1-15-02*
 Division of Corporations
 Fax Number : (850)205-0381
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From:
 Account Name : ARIAS TOVAR & ASSOCIATES, P.A. DORAL OFFICE
 Account Number : I20010000086
 Phone : (305)477-7104
 Fax Number : (305)477-7172

ATTENTION: **BETH (850) 245-6804**

FLORIDA PROFIT CORPORATION OR P.A.

RED REPUBLICA FILMS, INC.

Certificate of Status	0
Certified Copy	1
Page Count	02
Estimated Charge	\$78.75

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 TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
RED REPUBLICA FILMS, INC.

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TALLAHASSEE, FLORIDA

ARTICLE I: NAME

The name of the corporation shall be: RED REPUBLICA FILMS, INC.

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:
4040 NE 2nd Avenue, Suite 401, Miami, FL 33137

ARTICLE III: PURPOSE

This corporation is organized for the purpose of operating an audiovisual production and films organization and all related activities in the world of art and entertainment, as well as to provide publishing, marketing and multimedia services in this industry and for transacting any and all lawful business in the United States and abroad

ARTICLE IV: SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:
TEN THOUSAND (10,000) shares of US\$1.00 par value each

ARTICLE V: INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent is:
José G. Tovar Del Corral
Arias Tovar & Associates, P.A.
8180 NW 36th Street, Suite 100
Miami, FL 33166

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ARTICE VI: INITIAL BOARD OF DIRECTORS AND OFFICERS

The corporation shall initially have five (4) Directors and four (4) Officers to hold office until the first annual meeting of stockholders or Directors, respectively, and their successors shall have been duly elected and qualified, or until their earlier resignation, removal from office or death.

The number of Directors may increase in accordance with the procedure stated in the By-Laws of the corporation. The number of Officers may also increase or decrease in accordance with the procedure stated in the By-Laws of the corporation.

The name and address of the initial Directors are:

- Arturo Pereyra, 4040 NE 2nd Avenue, Suite 401, Miami, FL 33137
- Juan B. Gonzalez, 4040 NE 2nd Avenue, Suite 401, Miami, FL 33137
- Carlos Quiroz, 4040 NE 2nd Avenue, Suite 401, Miami, FL 33137
- Felix Morantes, 4040 NE 2nd Avenue, Suite 401, Miami, FL 33137

The names of the initial Officers are:

- President, Juan B. Gonzalez, 4040 NE 2nd Avenue, Suite 401, Miami, FL 33137
- Vice President, Arturo Pereyra, 4040 NE 2nd Avenue, Suite 401, Miami, FL 33137
- Treasurer, Carlos Quiroz, 4040 NE 2nd Avenue, Suite 401, Miami, FL 33137
- Secretary, Felix Morantes, 4040 NE 2nd Avenue, Suite 401, Miami, FL 33137

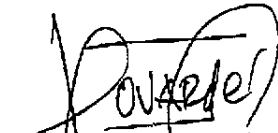
ARTICLE V: INCORPORATOR

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

José G. Tovar Del Corral
Arias Tovar & Associates, P.A.
8180 NW 36th Street, Suite 100
Miami, FL 33166

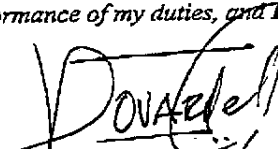
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Date: January 15, 2002



Signature of Incorporator

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



Signature of Registered Agent

Date: January 15, 2002

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