

((H9600002422))
TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE HOUSE
TOP EAST CORNER
TALLAHASSEE, FLORIDA
FAX: (907) 850-0000

PUBLIC ACCESS SYSTEM

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FRESH EXPIRING CORPORATE STATEMENTS
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CONTACT: RALPH STORMONT
PHONE: (305) 541-3694
FAX: (305) 541-3770

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NAME: PRODUCTIONS 4 ENTERTAINMENT, INC.
FAX AUDIT NUMBER: H96000002422
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95 FEB 20 PM 3:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Handwritten signature: [Signature]
Date: 2/20

RECEIVED
95 FEB 20 PM 12:53

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 13, 1998

CSC NETWORKS

The name PRODUCTIONS 4 ENTERTAINMENT, INC. has been reserved for 120 days beginning February 13, 1998. The reservation number is R96000000778 and this reservation is **NONRENEWABLE**.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will **AGAIN** be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lanham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Ruth Leonard

Letter number: 496A00006362

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ARTICLES OF INCORPORATION
OF
PRODUCTIONS 4 ENTERTAINMENT, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, hereby adopts the following Articles of Incorporation:

Article I

Name

The name of the corporation is PRODUCTIONS 4 ENTERTAINMENT, Inc. with principal place of business at: 2000 South Dixie Highway, Suite 100-D, Miami, Florida 33133.

Article II

Duration

This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed and acknowledged, if they are filed by the Department of State of the State of Florida within five days, exclusive of legal holidays, after they are executed and acknowledged.

Article III

Nature of Business

This corporation is organized for the purpose of production and distribution of motion picture films, and of transacting any or all lawful business.

Article IV

Capital Stock

(a) Authorized Capital. The Maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 100 shares of common stock having a par value of \$1.00 per share.

Prepared By: Jose I. Perez, Esq. (FBN 339784) PH: 305-285-6946
2000 South Dixie Highway, Suite 100-D, Miami, Florida 33133

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Articles of Incorporation for: PRODUCTIONS FOR ENTERTAINMENT, INC.

- (b) Preemptive Rights. Shareholders shall have no preemptive rights.
- (c) Cumulative Voting. Cumulative voting shall not be permitted.

Article V

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 2000 South Dixie Highway, Suite 100-D, Miami, Florida 33133 and the name of the initial registered agent of this corporation at that address is Jose I. Perez, ESQ.

Article VI

Directors

- (a) Number. This corporation shall have 4 directors initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.
- (b) Initial Directors. The names and street addresses of the members of the first board of directors of the corporation are:

<u>Names</u>	<u>Street Addresses</u>
Enzo Scialino	2000 South Dixie Highway, Ste. 100-D, Miami, Florida 33133
Jorge Eduardo Mauceri	2000 South Dixie Highway, Ste. 100-D, Miami, Florida 33133
Ricardo Gabriel Vacas	2000 South Dixie Highway, Ste. 100-D, Miami, Florida 33133
Jorge Ramon Gundin	2000 South Dixie Highway, Ste. 100-D, Miami, Florida 33133

- (c) Compensation. The board of directors is hereby specifically authorized to make provisions for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

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(d) Indemnification. the board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

Article VII

Bylaws

The initial by laws of this corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

Article VIII

Incorporator

The name and street address of the incorporator of this corporation is:

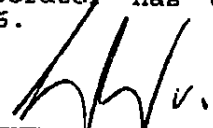
Jose I. Perez, ESQ.
2000 South Dixie Highway, Suite 100-D
Miami, Florida 33133

Article IX

Amendment

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the incorporator has executed these Articles the 20th day of February 1996.



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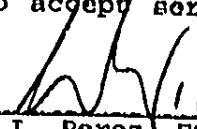
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Articles of Incorporation for: PRODUCTIONS 4 ENTERTAINMENT, INC.

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

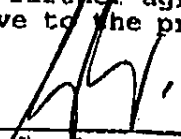
PRODUCTIONS 4 ENTERTAINMENT, INC., desiring to organize or qualify under the laws of the State of Florida with its principal place of business at City of Miami, State of Florida, has named Jose I. Perez, Esquire, located at 2000 South Dixie Highway, Suite 100-D, Miami, Florida 33133 as its agent to accept service of process within Florida.



Jose I. Perez, ESQ.,
Incorporator

Dated: 2-20-96

Having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.



Jose I. Perez, ESQ.
Registered Agent

Dated: 2-20-96

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TALLAHASSEE, FLORIDA

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