

P96000020026

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

52504

RE: Marin 7/10/96
MARIN MOVIES, INC.
BRANDS SALES

NAME _____
 FIRM _____
 ADDRESS _____

 PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

PH
3/5/96

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE	<u>3/5/96</u>	_____	_____
TIME	<u>10:30</u>	_____	CK No. _____
BY	<u>D</u>	_____	_____

WALK-IN
 Will Pick Up _____

SECRETARY OF STATE DISBURSED
 TALLAHASSEE, FLORIDA

- Capital Express™
- Art. of Inc. File
- Corp. Record Search
- Ltd. Partnership File
- Foreign Corp. File
- Cert. Copy(s)
- Art. of Amend. File
- Dissolution/Withdrawal
- C U B.
- Fictitious Name File
- Name Reservation
- Annual Report/Reinstatement
- Reg. Agent Service
- Document Filing
- Corporate Kit
- Vehicle Search
- Driving Record
- Document Retrieval
- UCC 1 or 3 File
- UCC 11 Search
- UCC 11 Retrieval
- File No.'s, _____ Copies
- Courier Service
- Shipping/Handling
- Phone () _____
- Top Priority _____
- Express Mail Prep. _____
- FAX () _____ pgs.

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 -03/05/96-01039-043
 ****122:50 ****122:50

SUBTOTALS	_____
FEE.....	_____
DISBURSED.....	_____
SURCHARGE.....	_____
TAX on corporate supplies.....	_____
SUBTOTAL.....	_____
PREPAID.....	_____
BALANCE DUE.....	_____
_____	_____

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection

ARTICLES OF INCORPORATION
OF
MARIN MOVIES, INC.

FILED
96 MAR -5 AM 11:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, is a natural person competent to contract, and hereby forms a corporation under the laws of the State of Florida.

ARTICLE I.

NAME

The name of the corporation is Marin Movies, Inc.

ARTICLE II.

DURATION

The duration of the corporation is perpetual. The corporate existence of this corporation shall commence on the date of filing these Articles.

ARTICLE III.

BUSINESS OBJECTS OR PURPOSES

1. The general nature of the business to be transacted by this corporation, or the objects or purposes of the corporation shall be in any lawful activity permitted by the State, including but not limited to the holding and managing of real property, to include the employment of persons to carry out the aforementioned purposes.

2. To transact any other lawful business for which corporations may be incorporated under the Florida General Corporation Act or engage in any other lawful trade or business which can be advantageously carried on in connection with or auxiliary to the foregoing business.

3. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE IV.

CAPITAL STOCK

The aggregate number of shares which the corporation is authorized to issue shall be Twenty Million (20,000,000) shares at .001 par value common capital stock and Ten Million (10,000,000) shares at .001 par value preferred capital stock. All or part of the said capital stock may be paid for in cash, property or in labor and services, at a fair valuation to be fixed by the Board of Directors at a meeting called for such purposes. All stock when issued shall be paid for and shall be non-assessable.

ARTICLE V.

INITIAL CAPITAL

The amount of capital with which this corporation shall begin business with will not be less than Five Hundred and 00/100 Dollars (\$500.00).

ARTICLE VI.

ADDRESS

The address of the principal place of business for the new corporation is: 4400 W Sample Road #140, Coconut Creek, Florida 33073.

The corporation shall have the power to change the location of the principal office and to establish branch offices at any other location within or without the State of Florida, as may be deemed and determined expedient.

ARTICLE VII.

DIRECTORS

The number of director(s) constituting the initial Board of Directors is one (1). The name and address of the person who is to serve as a member of the initial Board of Directors is:

NAME	ADDRESS
David Howe	4400 W Sample Road, #140 Coconut Creek, FL 33073

ARTICLE VIII.

INCORPORATORS

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

NAME	ADDRESS
David Howe	4400 W Sample Road, #140 Coconut Creek, FL 33073

ARTICLE IX.

BY-LAWS

1. The power to adopt the by-laws of this corporation, to alter, amend, or repeal the by-laws or to adopt new by-laws, shall be vested in the Board of Directors of this corporation; provided, however, that any by-laws or amendment thereto as adopted by the Board of Directors may be altered, amended, or repealed by vote of the stockholders entitled to vote thereon, or a new by-law in lieu thereof may be adopted by vote of the stockholders.

2. The by-laws of this corporation shall be for the government of the corporation and may contain any provisions or requirements for the payment or conduct of the affairs and business of the corporation, provided the same are not inconsistent with the provisions of this State or the United States applicable law.

ARTICLE X.

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation shall be at 2212 East 4th Ave., Tampa, Florida 33605; Mailing Address: P.O. Box 22023, Tampa, Florida 33622-2023 and the initial registered agent of the corporation at such address is Walter H. C. Drakeford.

IN WITNESS WHEREOF, the subscriber to these Articles of Incorporation has hereto affixed

his name and respective seal this 11 day of March, 1996.

David Howe
DAVID HOWE

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

I HEREBY CERTIFY that on this day personally appeared before me, an Officer duly authorized to administer oaths and take acknowledgments, David Howe who is personally known to me and known as the person described in and who executed the foregoing Articles of Incorporation, as the incorporator, and he acknowledged before me that he executed the same for the purposes herein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Tampa, in said County and State aforesaid, this 11 day of March, 1996.

Michael S. Charles
NOTARY PUBLIC

MY COMMISSION EXPIRES:



MICHAEL S. CHARLES
COMMISSION # 409348
EXPIRES SEP 22, 1998

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE. NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.


FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said act.

First that Marin Movies, Inc. desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation in the State of Florida, has named Walter H. C. Drakeford, 2212 East 4th Ave., Tampa, Florida 33605; Mailing Address: P.O. Box 22023, Tampa, Florida 33622-2023 as its agent to accept service of process within this State.

ACKNOWLEDGMENT AND ACCEPTANCE:

Having been named to accept service of process for the above named corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with provisions of said Act relative to keeping open said office.

By 
Walter H. C. Drakeford

P96000020026

409 EAST GAINES STREET
TALLAHASSEE, FL 32399
FAX: (904) 922-4000

FT LAUDERDALE FL 33302-4610
CONTACT: BEVERLY F BRYAN
PHONE: (305) 763-1200
FAX: (305) 523-1952
DOCUMENT TYPE: BASIC AMENDMENT

((H96000010817))

NAME: MARIN MOVIES, INC.

FAX AUDIT NUMBER: H96000010817

CURRENT STATUS: REQUESTED

DATE REQUESTED: 08/05/1996

TIME REQUESTED: 12:37:21

CERTIFIED COPIES: 1

CERTIFICATE OF STATUS: 0

NUMBER OF PAGES: 2

METHOD OF DELIVERY: FAX

ESTIMATED CHARGE: \$87.50

ACCOUNT NUMBER: 076247002423

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((H96000010817))

** ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>:

[#1] COMPUSER MENU 0:12:51 12:52pm Capture Off

FILED
05 AUG -5 PM 09:52

Completed - dr ✓
[Signature]

65 AUG -5 AM 8:59
08/05/96



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 5, 1996

MARIN MOVIES, INC.
4400 W SAMPLE RD., #140
COCONUT CREEK, FL 33073

SUBJECT: MARIN MOVIES, INC.
REF: F96000020026

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

The FAX audit number must be on the top and bottom of each page of the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6902.

Linda Stitt
Corporate Specialist

FAX Aud. #: H96000010817
Letter Number: 796A00037307

H96000010817 FROM: ATLAS PEARLMAN JAMES M. SCHNEIDER, ESQ., FL. BAR # 214338
ATLAS, PEARLMAN, TROP & BURKSON, P.A.

200 EAST LAS OLAS BOULEVARD, SUITE 1900
FORT LAUDERDALE, FL 33301
PHONE NO.: (954) 763-1200

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

MARIN MOVIES, INC.

(prepaid name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

Article VII - amended to delete David Howe as Director and add Norman Brander as Director.

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption: March 5, 1996

H96000010817

FILED
MAR 11 1996
CLERK OF DISTRICT COURT
SOUTH DAVENPORT, IOWA

H96000010817

FOURTH: Adoption of Amendment(s) (CHECK ONE)

The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.

The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

*The number of votes cast for the amendment(s) was/were sufficient for approval by _____ voting group.

The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this day 16th of July 19 96

Signature  President
(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

Norman Brander
Typed or printed name

President
Title