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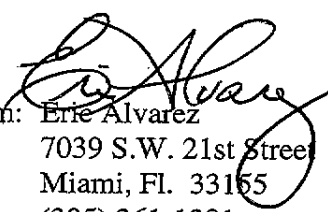
TRANSMITTAL LETTER

Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

600002431116--3  
-02/16/98--01034--015  
\*\*\*\*131.25 \*\*\*\*131.25

Subject: EM 11 International Productions, Inc.

I enclose an original and 01 copy of the Articles of Incorporation for the above corporation and a check in the amount of \$ 131.25 .

From:  Eric Alvarez  
7039 S.W. 21st Street  
Miami, FL. 33155  
(305) 261-1281

13 February 1998

FILED  
98 FEB 16 AM 8:18  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

mm 2-17-98

ARTICLES OF INCORPORATION

ARTICLE I NAME

The name of the corporation shall be:

**EM 11 International Productions, Inc.**

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

**7039 S.W. 21st. Street  
Miami, Fl. 33155**

ARTICLE III CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any time is:

**10,000 shares**

ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

**Eric Alvarez  
7039 S.W. 21st. Street  
Miami, Fl. 33155**

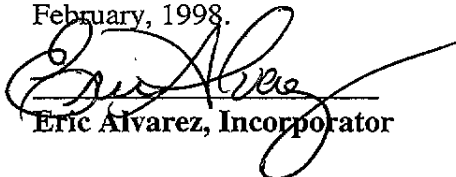
ARTICLE V INCORPORATOR


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

**Eric Alvarez  
7039 S.W. 21st. Street  
Miami, Fl. 33155**

**Mauricio Ferrazza  
Rua Jesuino Arruda, 318 apto.142  
Itaim Bibi - 04532-080 - Sao Paulo  
Brazil**

The undersigned has executed these Articles of Incorporation this 9th day of February, 1998.

  
Eric Alvarez, Incorporator

  
Mauricio Ferrazza, Incorporator

**FILED**  
**98 FEB 16 AM 8:18**  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

FILED  
98 FEB 16 AM 8:18  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

CERTIFICATE OF DESIGNATION  
REGISTERED AGENT / REGISTERED OFFICE

Persuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office / registered agent, in the State of Florida.

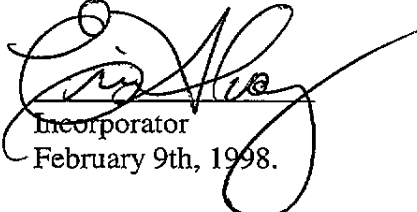
1. The name of the corporation is:

**EM 11 International Productions, Inc.**

2. The name and address of the registered agent and office is:

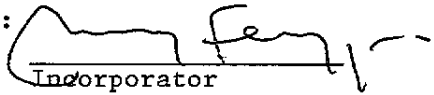
**Eric Alvarez**  
**7039 S.W. 21st. Street**  
**Miami, Fl. 33155**

Signature:

  
Incorporator  
February 9th, 1998.

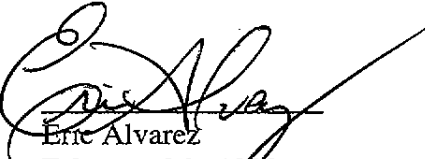
**Mauricio Ferrazza**  
**Rua Jesuino Arruda, 318 apto.142**  
**Sao Paulo 04532-080 Brazil**

Signature:

  
Incorporator  
February 9th, 1998

HAVING BEEN MADE 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:

  
Eric Alvarez  
February 9th, 1998.