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To:

Division of Corporations

Fax Number

: (850)922-4001

From:

: ACE INDUSTRIES, INC. Account Name

Account Number: 070744001530 Phone : (305)358-2571

: (305)358-7832 Fax Number

FLORIDA PROFIT CORPORATION OR P.A.

ACAPPELLA FILMS, INC.

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ARTICLES OF INCORPORATION

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Article 1: Name of Corporation: ACAPPELLA FILMS, INC.

SECRETARY OF STATE TALLAHASSEE, FLORIDA

Address of Corporation: 3549 LOQUAT AVENUE

MIAMI, FL 33133

Article 2: CAPITAL STOCK: The number of shares which the corporation has authorized to be outstanding at any one time is 100 ____, with a par value of ____. (PAR VALUE IS NOT REQUIRED).

Article 3: REGISTERED AGENT: PATRICIA GETKER

REGISTERED OFFICE: 3549 LOQUAT AVENUE

MIAMI, FL 33133

I am familiar with and hereby accept the duties and responsibilities as Registered Agent for said corporation.

01 / 11 / 99 Date

Signature of Registered Agent

Article 4: The Board of Directors are: (Board of Directors is NOT REQUIRED). First listed is President, second is Vice President, then Secretary/Treasurer.

- 1. MARI AIXALA, 420 JEFFERSON AVENUE, MIAMI BEACH, FL 33139
- 2. PATRICIA GETKER, 3549 LOQUAT AVENUE, MIAMI, FL 33133

3.

Article 5: The NAME and ADDRESS of the INCORPORATOR is:

PATRICIA GETKER

3549 LOQUAT AVENUE

MIAMI, FL 33133

In witness whereof, I have subscribed my name:

Signature of Incorporator

H99-762

Prepared by: Ace Industries, Inc., 54 NW 11th Street, Mlaml, FL 33136, (305) 358-2571