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Law Offices of  
**LEBOWITZ & ESPINO**

Walter B. Lebowitz, Esq.  
Member of California Bar only

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Member of California  
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Please respond to: Florida Office: X  
12555 Biscayne Blvd,  
Suite 924  
Miami, Florida 33181  
Phone: 305-893-0000  
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1057 S. Broadway  
Ground Floor  
Los Angeles, California 90015  
Phone 213-741-0400

February 17, 1999

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, Florida 32314

Re: UNITED FILMMAKERS OF AMERICA, INC.

Gentleman:

Enclosed please find our office check in the sum of \$70.00 for payment of the filing fee and registered agent's fee for the above new NON PROFIT corporation.

Please mail me the enclosed copy after you stamp and date the same showing when it was filed for record.

If there is any problem with the above please call the undersigned.

I will accept a collect call if necessary.

Thank you for your cooperation.

Yours very truly,



Walter B. Lebowitz

Walter B. Lebowitz  
12555 Biscayne Boulevard  
Suite 924  
Miami, FL 33181-2597

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**FILED**  
99 FEB 19 AM 11:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Handwritten:* 2-22-99  
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NONPROFIT ARTICLES OF INCORPORATION OF  
UNITED FILMMAKERS OF AMERICA, INC.

FILED  
99 FEB 19 AM 11:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this NOT FOR PROFIT Corporation is: UNITED FILMMAKERS OF AMERICA, INC..

ARTICLE II PRINCIPAL OFFICE

The address of the principal office, place of business, and mailing address of the Corporation shall be: 12555 Biscayne Blvd., Suite 924, Miami, Florida 33181.

ARTICLE III- DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State. In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in sections 501 (c)(3) and 170 (c)(2) of the Internal Revenue Code of 1986 or the corresponding sections of any prior or future Internal Revenue Code, or to the Federal, State, or local government for exclusive public purpose.

ARTICLE IV - PURPOSE

This corporation is organized for the purpose of transacting EXCLUSIVELY CHARITABLE, AND EDUCATIONAL ACTIVITIES WITHIN THE meaning of section 501 (c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law. Especially anything relating to the HELPING AND ASSISTING YOUNG FILMMAKERS IN THE DEVELOPMENT, STAGING, PRODUCTION,

AND CREATING OF MOTION PICTURES, AND TELEVISION PROGRAMS.

ARTICLE V - MANNER OF APPOINTMENT OF DIRECTORS

The manner in which the Directors are to be elected or appointed shall be stated and set out in the Bylaws of this Nonprofit organization.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 12555 Biscayne Boulevard, Suite 924, Miami, Florida 33181 and the name of the initial registered agent of this Nonprofit Corporation at that address is, WALTER B. LEBOWITZ.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have Four (4), Directors constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time by the By Laws. The names and addresses of the initial Board of Directors of this corporation is/are:

NAME	ADDRESS
Helene Frances, Director - President	12555 Biscayne Blvd., Suite 924, Miami, FL 33181
Sylvia Wachtel, Director - Vice-President	18600 Rocosco Place, Tarzana, CA 91356
Judy Gainer, Director - Vice-President	11805 Law Road, Bozeman, MT 59718
Debbie Shampainer, Director - Secretary - Treasurer	812 Harbor Inn Dr. Coral Springs, FL 33071

ARTICLE VII - INCORPORATORS

The name and street address of each incorporator signing these Articles of incorporation is/are:

NAME	ADDRESS
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Helene Frances, 12555 Biscayne Boulevard, Miami, Florida 33181.

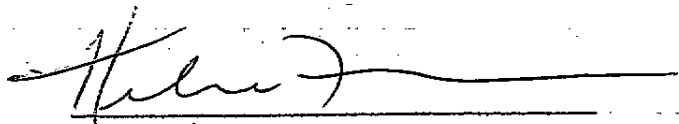
ARTICLE VIII - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE IX - POWERS

Notwithstanding any other provision of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal Income Tax under section 501 (c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law

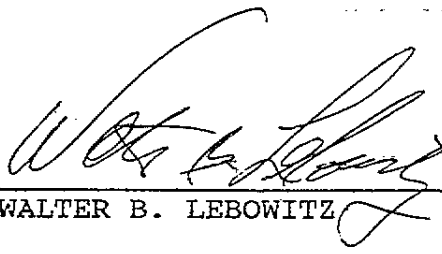
IN WITNESS WHEREOF, the undersigned subscriber and incorporator has executed these Articles of Incorporation this 16<sup>th</sup> day of February, 1999.

  
Subscriber

ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION

WALTER B. LEBOWITZ, HAVING A BUSINESS OFFICE at 12555 Biscayne Blvd., Suite 924, Miami, FL 331381 and, having been designated as the Registered Agent in the above and foregoing Articles, and to accept service of process for the said corporation, is familiar with the obligations of the position of Registered Agent under Section 617.0501, Florida Statutes.

I accept the appointment as registered agent and agree to act in this capacity.

  
WALTER B. LEBOWITZ

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

99 FEB 19 AM 11:35

FILED