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*Amended and  
Restated Act*

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**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
GERALUZ CORP.**

Original Articles of Incorporation filed with  
the Florida Department of State on  
December 1, 2000

On September 27, 2011, the sole director and sole shareholder of Geraluz Corp. (the "Corporation"), duly adopted the following amended and restated articles of incorporation pursuant to the provisions of Sections 607.1003 and 607.1007 of the Florida Business Corporation Act:

**ARTICLE I**

**Name**

The name of the corporation is GERALUZ CORP. (hereinafter called the "Corporation").

**ARTICLE II**

**Principal Office**

The address of the principal office and the mailing address of the Corporation is 4045 Sheridan Avenue, Suite 201, Miami Beach, Florida 33140.

**ARTICLE III**

**Capital Stock**

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

<u>Number of Shares Authorized</u>	<u>Par Value Per Share</u>	<u>Class of Stock</u>
7,500	\$1.00	common

**ARTICLE IV**

**Registered Office and Registered Agent**

The street address of the Corporation's registered office in the State of Florida is 2750 N.E. 185<sup>th</sup> Street, Suite 306, Aventura, Florida 33180, and the name of its registered agent at such office is Louis R. Monello.

**ARTICLE V****Indemnification**

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by any law in existence either now or hereafter.

**ARTICLE VI****Business Purpose**

The Corporation is organized for the purpose of transacting in any and all lawful activities or business for which corporations may be formed under Chapter 607 of the Florida Statutes, including but not limited to, film festivals and events, related services, workshops, cultural and political events and all products and services related to or resulting from those industries.

**ARTICLE VII****Board of Directors**

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's bylaws.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation on September 27, 2011.

GERALUZ CORP.

By: 

Cristiane Bomeay,  
President

**CERTIFICATE  
OF THE  
PRESIDENT  
OF  
GERALUZ CORP.**

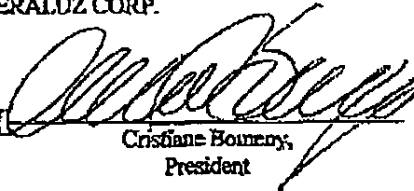
Pursuant to the provisions of Section 607.1007(4) of the Florida Business Corporation Act, the undersigned hereby certifies as follows:

(a) The Amended and Restated Articles of Incorporation of GERALUZ Corp. (the "Corporation"), attached hereto contain certain amendments to the Corporation's Articles of Incorporation that require shareholder approval.

(b) The Corporation has only one class of capital stock outstanding and the Corporation's shareholder duly adopted all of the amendments set forth in the Corporation's Amended and Restated Articles of Incorporation by unanimous written consent on September 27, 2011, pursuant to Section 607.0704 of the Florida Business Corporation Act.

GERALUZ CORP.

By



Cristiane Bouney,  
President