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PRESIDENTIAL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 968145 101697A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

FILED - STATE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAY 29 PM 12:47

ORDER DATE : May 28, 1996

ORDER TIME : 4:08 PM

ORDER NO. : 968145

CUSTOMER NO: 101697A

CUSTOMER: Rose Robbins, Esq.
ROSE ROBBINS, ESQ

155 S. Miami Avenue
Penthouse
Pompano Beach, FL 33130

U. TAX	6.25
FILING	8.75
R. AGENT FEE	70.00
C. COPY	35.00
TOTAL	113.75
R. BANK	
BALANCE DUE	
REFOUND	

DOMESTIC FILING

NAME: DEPTH VENTURE INDEPENDENT
FILMS, LTD.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Clint Fuhrman

EXAMINER'S INITIALS:

BF

5/29/96

SECRET STATE DEPT
DIVISION OF INTERNATIONAL AFFAIRS
95 MAY 29 PM12-47

CERTIFICATE OF LIMITED PARTNERSHIP OF
Depth Venture Independent Films, LTD.,
a Florida limited partnership

The undersigned General Partner, desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act (1986), hereby states:

1. The name of the Partnership is Depth Venture Independent Films, LTD., Ltd.
2. The business address of the Partnership is 1644 W. Hillsboro Blvd., Deerfield Beach, FL 33442.
3. The name and address of the Registered Agent for Service of Process on the Partnership is: Jonathan Gegeison 1644 W. Hillsboro Blvd., Deerfield Beach, FL 33442.
4. The name and business address(es) of the general partner(s) is DEPTH VENTURE INDEPENDENT FILMS, INC. PO BOX 94485 1644 W. HILLSBORO BLVD., DEERFIELD BEACH, FL 33442.
5. The mailing address of the Partnership is 1644 W. Hillsboro Blvd., Deerfield Beach, FL 33442.
6. The latest date upon which the Partnership shall dissolve is 5/15/98, 1998.

The execution of this certificate by the undersigned General Partner constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed on behalf of the General Partner(s) of Depth Venture Independent Films, LTD. this 5 day 7, 1996.

Jonathan Gegeison
General Partner

Jonathan Gegeison
President

RECEIVED
MAY 29 1994
FBI - TAMPA

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as statutory registered agent for Depth Venture Incubator, LTD., a Florida limited partnership (the "Partnership"), in the foregoing Certificate of Limited Partnership, I hereby agree to act in that capacity, and, on behalf of the Partnership, to accept service of process for the Partnership and to comply with any and all statutes relative to the complete and proper performance of the duties of registered agent.

REGISTERED AGENT:

James G. Goyerson 5/2/96
NAME: James Goyerson

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

STATE OF FLORIDA
COUNTY OF Broward

95 MAY 29 PM 12:41
STATE OF FLORIDA
NOTARY PUBLIC

The undersigned constituting all of the general partners of Depth Venture Enterprises, Inc. a Florida Limited Partnership, certify:

The amount of capital contributions to date of the limited partners is \$ 3,000.

The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$ ~~10,000~~ 10,000.

FURTHER AFFIANT SAYETH NOT.

Under the penalties of perjury (we) declare that (we) have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

[Signature]

This 9 day of May, 1996.

BEFORE ME, the undersigned officer, a Notary Public authorized to administer oaths and to take acknowledgements in and for the State and County set forth above, personally appeared Jonathan Geigelson, known to me and known by me to be the person who executed the foregoing Affidavit of Capital Contributions, and Jonathan Geigelson acknowledged to me and before me that Jonathan Geigelson executed this Affidavit as Jonathan Geigelson, sole General Partner of Depth Venture Enterprises, Inc., LTD.

IN WITNESS WHEREOF, I have set my hand and affixed my official seal in the State and County aforesaid, this 9 day of May, 1996.

[Signature]
Notary Public
State of Florida



E. G. Peters
MY COMMISSION # CG500997 EXPIRES
December 12, 1999
BOWEN THRU TROY FAN INSURANCE, INC.