

CORPORATION INFORMATION
SERVICES, INC.
TALLAHASSEE, FL 32314
(904) 222-9171
(904) 222-0191

CSO networks

95 JAN -5 AM 9:26

MAIL TO:
P.O. Box 5020
TALLAHASSEE, FL 32314

DIVISION OF CORPORATION

ACCOUNT NO. : 0721000000032

REFERENCE : 518184 8437A

AUTHORIZATION :

COST LIMIT : \$ 70.00

ORDER DATE : January 4, 1995

ORDER TIME : 4:44 PM

ORDER NO. : 518184

900001370669

CUSTOMER NO: 8437A

CUSTOMER: Mr. Frederick Woodbridge, Jr
Baur Miller & Webner, Pa
21st Floor New World Tower
100 North Biscayne Boulevard
Miami, FL 33132

FOREIGN FILINGS

NAME: SUNSET PRODUCTION, INC.

XX PROFIT
NON-PROFIT

XX CORPORATE
LIMITED PARTNERSHIP

XX QUALIFICATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Carina L. Dunlap

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JAN -5 AM 10:10

TRANSMITTAL LETTER

TO: QUALIFICATION/REGISTRATION SECTION
DIVISION OF CORPORATIONS

SUBJECT: SUNSET PRODUCTION, INC.
(Name of corporation)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Thomas Baur, Esq.

(Name of Person)

Baur, Miller & Webner, P.A.

(Firm/Company)

100 N. Biscayne Blvd., 21st Floor

(Address)

Miami, FL 33132

(City, State and Zip Code)

Should you need to call someone concerning this matter, please call:

Thomas Baur

(Name of Person)

at (305) 377-3561

Area Code & Daytime Telephone Number

COURIER ADDRESS:

Qualification/Registration Sec.
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Registration Sec.
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 5, 1995

CIS WALK-IN

SUBJECT: SUNSET PHOTO PRODUCTION COMPANY
Ref. Number: W95000000244

We have received your document(s) in this office, however, the document is being returned for the following:

The first page of the application is needed to qualify this corporation.

A certificate of existence, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

You must list the names and street addresses of the officers and directors of the corporation on the form/application.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6093.

Freta Lott
Corporate Specialist Supervisor

Letter Number: 395A00000386

SUNSET PRODUCTION, INC.

Resolution of the Sole Director

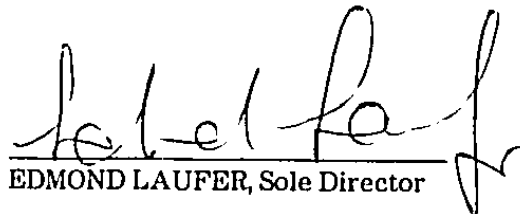
**In Accordance with Section 50 of
The International Business Companies Act (Bahamas)**

RESOLVED:

- (1) That it is in the best interests of the Company, an International Business Company organized and existing under the laws of the Commonwealth of the Bahamas, to qualify to do business in the State of Florida, United States of America.
- (2) That for such purpose, the Company adopt the following alternate corporate name for use in the State of Florida, so as to facilitate qualification with the Florida Department of State:

SUNSET PHOTO PRODUCTION COMPANY

Dated this 24th day of December, 1994.


EDMOND LAUFER, Sole Director

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JAN -5 AM 10:10

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACTION BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE
STATE OF FLORIDA:

1. SUNSET PRODUCTION, INC.
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Bahamas Corporation
(State or country under the law of which it is incorporated)
3. to be applied for upon authorization
(FEI number, if applicable)
4. November 11, 1994
(Date of incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. Upon authorization to transact business in Florida
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.)
7. 100 N. Biscayne Blvd., 21st Floor
Miami, Florida 33132
(Current mailing address)
8. Real Estate Holding
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent:

Name: Thomas Baur, Esq.
Baur, Miller & Webner, P.A.
Office Address: 100 N. Biscayne Blvd., 21st Floor
Miami, Florida, 33132
(Zip Code)

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10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Thomas Baur
(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Edmond Laufer

Address: 302 W. SAND MARINO DR.

MIAMI BEACH, FL 33139

Director: _____

Address: _____

B. OFFICERS

President: _____

Address: _____

Vice President: _____

Address: _____

Secretary: Edmond Laufer

Address: SAME

Treasurer: _____

Address: _____

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SECRETARY OF STATE
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NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13.

Edmond Laufer
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14.

Secretary

(Typed or printed name and capacity of person signing application)



Commonwealth of The Bahamas
The International Business Companies Act 1989

(No. 2 of 1990)

Certificate of Incorporation

(Section 11 and 12)

No. 27,631/B

SUNSET PRODUCTION, INC.

I, DEBORAH FRASER ACTING

Registrar-General of the Commonwealth of The Bahamas

Do hereby Certify pursuant to the International Business Companies Act, (No. 2 of 1990) that all the requirements of the said Act in respect of incorporation have been satisfied, and that

SUNSET PRODUCTION, INC.

is incorporated in the Commonwealth of The Bahamas as an International Business Company
this 11TH day of NOVEMBER 19 94

*Given under my hand and seal
at Nassau in the Common-
wealth of The Bahamas*

Deborah Fraser

ACTING REGISTRAR GENERAL

01:01 PM 5-11-94

IBC 01