F96000001460

TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: PRODUCCIONES POST-34, C.A.
(Name of corporation - must include suffix)

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:

400001753494
-03/21/96--01112--001
****140.00 *****70.00

ESTHER BARRERA
(Name of Person)

(Firm/Company)

13800 SW 106 STREET
(Address)

MIAMI, FL 33186
(City/State/Zip)

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 MAR 21 AM 9:10

3/22

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

ESTHER BARRERA
(Name of Person)

at (305) 382-1416
(Area Code & Daytime Telephone Number)

COURIER ADDRESS:

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

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

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

1. PRODUCCIONES POST 34, C.A.
(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. VENEZUELA
(State or country under the law of which it is incorporated)

3. APPLIED FOR.
(FEI number, if applicable)

4. 2/29/96
(Date of Incorporation)

5. PERPETUAL
(Duration: Year corp. will cease to exist or "perpetual")

6. 1/1/96
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.)

7. 6401 E ROGERS CIRCLE #4
BOCA RATON, FL. 33487
(Current mailing address)

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8. CREATED A PARTNERSHIP IN FLORIDA.
(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:** (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: IGNACIO BARRERA

Office Address: 6401 EAST ROGERS CIRCLE #4

BOCA RATON, Florida, 33487
(Zip Code)

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.

(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: (Street address ONLY- P. O. Box NOT acceptable)

A. DIRECTORS (Street address only- P. O . Box NOT acceptable)

Chairman: FERNANDO ESPEJO

Address: AV LIBERTADOR TORRE EXA PH-1, CARACAS, VENEZUELA.

Vice Chairman: ALFREDO DAMBROSIO

Address: AV. LIBERTADOR TORRE EXA PH-1, CARACAS VENEZUELA

Director: ______

Address: ______

Director: ______

Address: ______

B. OFFICERS (Street address only- P. O. Box NOT acceptable)

President: MARCOS SANTANA

Address: AV. LIBERTADOR TORRE EXA. PH-1
CARACAS, VENEZUELA

Vice President: ______

Address: ______

Secretary: ______

Address: ______

Treasurer: ______

Address: ______

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

13. Marcos Santana
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. MARCOS SANTANA, PRESIDENT
(Typed or printed name and capacity of person signing application)

[There is a revenue stamp of the Republic of Venezuela, Treasury Department, in the amount of 20 Bolivars]

2/29/96
3rd 156556
Reg 328577
06 MAR 1996
(illegible)

(Illegible) 4700

/s/ Illegible V 2500
- CC 1125
MARCOS S. SANTANA G.
Attorney Reg. No. 36,570

F 720
A 200
(Illegible) 1 200
5,745

/s/ Illegible
[There is a rubber stamp of the MERCANTILE REGISTRY I, ATTORNEY INSPECTOR, Dr. Salvador Lurgi, /s/ Illegible
SIGNATURE]
No. CI
6211361
Treasury (to be granted)
C-8
a--

Left margin: There are three half stamps of the Republic of Venezuela, Judicial District, Mercantile Registry I, State of Miranda.
The following handwritten notations also appear: 14291 VISTO BUENO
986197 /s/ Illegible
573035 DATE: 2/29/96

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 MAR 21 AM 9:10

Citizen

Mercantile Registrar

of the Judicial District

of the Federal District and State of Miranda

Your Office

I, ALFREDO D'AMBROSIO BUCCIARELLI, Venezuelan, of legal age, of this domicile and bearer of Identification Card 4,765,841, acting herein sufficiently empowered by the Corporation "PRODUCCIONES POST 34, C.A.," very respectfully I come before you to advise you, by means of this document, that on this same date the Corporation that will be governed under the name above indicated and, for that purpose, I enclose, drafted sufficiently broad, the corresponding Articles of Incorporation and Corporate By-Laws. I also enclose the original Inventory of the assets contributed by the stockholders and the deposit slip of the cash payment corresponding to the totality of the capital subscribed and paid in.

I would appreciate your ordering the posting and recording of this instrument and of the Articles of Incorporation and that likewise one (1) certified copy of said documents and of the decree ruling on them be issued to me.

It is just, in Caracas on the date of its presentation.

/s/ Illegible

[There is an illegible rubber stamp]

Left margin: There are three half stamps of the Republic of Venezuela, Judicial District, Mercantile Registry I, State of Miranda.

MERCANTILE REGISTRY I JUDICIAL DISTRICT FEDERAL DISTRICT AND STATE OF MIRANDA VOIDED

[Seal of the Republic of Venezuela]

MINISTRY OF JUSTICE

FIRST MERCANTILE REGISTRY

[There is a rubber stamp: REPUBLIC OF VENEZUELA, Judicial District, MERCANTILE REGISTRY I, Federal District and State of Miranda.]

OF THE JUDICIAL DISTRICT OF THE FEDERAL DIST. AND STATE OF MIRANDA

DOCTOR: MARIA TERESA LUSINCHI CASTILLO, FIRST MERCANTILE REGISTRAR OF THE JUDICIAL DISTRICT OF THE FEDERAL DISTRICT AND STATE OF MIRANDA.

C E R T I F I E S

[There is a rubber stamp of the REPUBLIC OF VENEZUELA, Judicial District, MERCANTILE REGISTRY I, Federal District and State of Miranda.]

That the entry of the Commercial Registry transcribed below, whose original is recorded at Volume: 48-A-Pro... Number: 21 of the year 1996, as well as THE PARTICIPATION, NOTE AND DOCUMENT that are copied next are a true copy of their originals, which are of the following tenor

[There is a rubber stamp of the REPUBLIC OF VENEZUELA, Judicial District, MERCANTILE REGISTRY I, Federal District and State of Miranda.]

THIS FOLIO BELONGS TO:
PRODUCCIONES POST 34, C.A.
63/AUR

Left margin: There are three half stamps of the Republic of Venezuela, Judicial District, Mercantile Registry I, State of Miranda.

MERCANTILE REGISTRY I
JUDICIAL DISTRICT
FEDERAL DISTRICT AND STATE OF MIRANDA

VOIDED

[Seal of the Republic of Venezuela]

[Left Margin: Three partial rubber stamps of the REPUBLIC OF VENEZUELA, Judicial District, MERCANTILE REGISTRY I, Federal District and State of Miranda.]

MINISTRY OF JUSTICE

FIRST MERCANTILE REGISTRY

OF THE JUDICIAL DISTRICT OF THE FEDERAL DIST. AND STATE OF MIRANDA

Caracas, first (1st) of March of nineteen ninety-six (185 and 137). For having presented the foregoing participation. Complied with as the requirements of the law have been, record it in the Mercantile Registry together with the document presented; establish and publish the respective entry; set up the file of the Company and file the original together with the copy of the By-Laws and other sureties attached. Issue the publication copy. The foregoing document drafted by Dr. MARCOS S. SANTANA G., is recorded in the Commercial Registry at No. 21 - VOLUME -48-A-PRO... Taxes paid Bs. 5745.00 pursuant to Bill RM No. 328527, Bank No. 156556 For Bs.: 4,700.00. The identification took place in this manner: D'AMBROSIO BUCCIARELLI ALFREDO, I.C.: No. 1.4765.841.

The First Mercantile Registrar

Signed Dr. Maria Teresa Lusinchi Castillo

THIS PAGE BELONGS TO:

PRODUCCIONES POST 34, C.A.

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[Left Margin: Three partial rubber stamps of the REPUBLIC OF VENEZUELA, Judicial District, MERCANTILE REGISTRY I, Federal District and State of Miranda.]

MERCANTILE REGISTRY I JUDICIAL DISTRICT FEDERAL DISTRICT AND STATE OF MIRANDA VOIDED

[There are three partial rubber stamps on the left margin: REPUBLIC OF VENEZUELA, Judicial District, (illegible) Miranda, (illegible) MERCANTILE I.]

/s/ Illegible
MARCOS S. SANTANA G.
Attorney License No. 36,570

We, MARCOS SANTANA, FERNANDO ESPEJO, and ALFREDO D'AMBROSIO BUCCIARELLI, Venezuelans, of legal age, of this domicile and bearers of Cards 6,211,361, V-4 816,905, V-4 765,841, respectively, state: That we have agreed to form, as we in effect form, a Corporation that will be governed by the stipulations set forth in this document which has been drafted sufficiently broad so that it will, in turn, be a part of the Articles of Incorporation and the Corporate By-Laws.

CHAPTER 1

NAME, DOMICILE, DURATION AND PURPOSE

ARTICLE 1st: Name The corporation is called "PRODUCCIONES POST 34, C.A.," and is governed by the stipulations contained herein and the laws of the Republic of Venezuela.

ARTICLE 2nd: Purpose: The purpose and principal goal of the Corporation is to produce audiovisual productions for TV and the movies, to render services of production and post production of all kinds of programs to represent them in the various radio or audiovisual media recorded in any type of aids (videos, films, recording tapes, phonographic records, among others). In fulfilling its purpose, the corporation will be able also to enter into all kinds of contracts, give and take money in loans, act as representative, agent, distributor commission merchant, or broker and, in general, will be able to perform any legal business act.

ARTICLE 3rd: Domicile: The domicile of the corporation is the city of Caracas, but it can establish offices, branches, agencies, establishments, and installations in any other city of Venezuela or abroad, by resolution of the General Meeting of Stockholders.

ARTICLE 4th: Duration: The corporation shall have a duration of ninety-nine years, counted from the date of recording of this document in the Mercantile Registry of the Federal District and State of Miranda, except for anticipated extension or dissolution.

CHAPTER II

CAPITAL STOCK, SHARES AND SHAREHOLDERS

ARTICLE 5th: Capital Stock: The capital stock of the corporation is the amount of ONE HUNDRED TWENTY

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MERCANTILE REGISTRY I

JUDICIAL DISTRICT
FEDERAL DISTRICT AND STATE OF MIRANDA

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THOUSAND BOLIVARS (Bs. 120,000.00) divided into ONE HUNDRED (100) nominative shares, not convertible to bearer, with a nominal value of ONE THOUSAND TWO HUNDRED BOLIVARS (Bs 1,200.00) each, partner FERNANDO ESPEJO has subscribed and paid-in THIRTY-FOUR shares with a total value of FORTY THOUSAND EIGHT HUNDRED BOLIVARS (Bs. 40,800.00). On his part, partner MARCOS SANTANA has subscribed and paid-in THIRTY-THREE SHARES (33) shares, with a total value --- of THIRTY-NINE THOUSAND SIX HUNDRED BOLIVARS (Bs. 39,600.00). Partner Alfredo D'Ambrosio Bucciarelli has subscribed and paid-in THIRTY-THREE SHARES (33) shares with a total value --- of THIRTY-NINE THOUSAND SIX HUNDRED BOLIVARS (Bs. 39,600.00). The capital of the corporation has been wholly subscribed and totally paid by means of cash contributions as evidenced by the bank deposit attached to this document.

ARTICLE 6th: Right to Vote: Each share gives the right to one vote at the Meetings, whatever the number of shares each holder has in the corporation.

ARTICLE 7th: Ownership of Stock: The shares shall be represented in securities that could at the same time represent one or more shares, will be signed by the Manager, and their text must contain the statements required by article 293 of the Commercial Code. The ownership of the shares, their assignment or transfer shall be recorded in the Book of Shareholders, where the identification and address of the shareholders will be recorded as well in order to be recognized as such by the corporation.

ARTICLE 8th: Preferential Right: In order for a shareholder to be able to assign shares of stock to third parties, he must first offer them to the other partners who will have the preferential right to acquire them under the same conditions within a term of THIRTY (30) consecutive days, counted from the date in which the offerer has given notice in writing about his desire to sell them. Any assignment of shares that takes place without having complied with the requirements herein indicated shall be considered null and shall have no legal force without the assignee being able to exercise any right whatsoever in the company by reason of the shares negotiated.

CHAPTER III

MEETING OF SHAREHOLDERS

ARTICLE 9th: Powers: The supreme and normative decisions of the corporation correspond to the General Meeting, which represents the universality of the shareholders, with their agreements being binding even on the shareholders who have not been present at the meetings.

ARTICLE 10th: Regular Meeting: The Regular General Meeting of Shareholders

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MERCANTILE REGISTRY I

JUDICIAL DISTRICT
FEDERAL DISTRICT AND STATE OF MIRANDA

VOIDED

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shall meet once a year, in the course of the THREE (3) months following the date of the closing of the fiscal year and shall have all absolute powers in accordance with the Law.

ARTICLE 11th: Special Meeting: The General Special Meeting of Shareholders shall meet any time that the Manager deems it necessary or convenient for the development of the activities characteristic of the corporation. It will also meet if a number of shareholders representing at least TWENTY (20) PER CENT of the capital stock request it or at the request of the shareholders representative whatever the case may be.

ARTICLE 12th: Call of Meeting: The General Meetings of Shareholders, whether Regular or Special, will be called by the Manager, by publication of the meeting in one of the newspapers of greater circulation in the Country, at least FIFTEEN (15) days prior to the date of the meeting. In them will be stated the place and time when the Meeting will take place and the purpose thereof. However, any Meeting, whether Regular or Special, where the totality of the capital stock is represented will be considered validly organized for deliberation and resolution even without the requirement of publication of the meeting, so long as those present certify in the minutes that they were previously given notice and that they have the capacity to declare themselves on the matters contained on the agenda for the day.

ARTICLE 13th: Quorum: In order for the decisions of the Meetings of Shareholders, whether Regular or Special, whether a first or subsequent meeting, to be valid, the presence or representation, as well as the favorable vote, of over FIFTY PER CENT (50%) of the capital stock, will be required.

ARTICLE 14th: Representation: The shareholders can be represented at the Meetings through special general attorneys in fact or attorneys in fact appointed by a simple letter, telegram or telex. The Manager will certify as to the authenticity of these communications.

ARTICLE 15th: Minutes: Minutes shall be written up of all the Regular and Special Meetings which will be entered in the Minute Book of Meetings kept for that purpose. Said minutes will contain the name of all those present stating the number of shares that each one of them represents or, in its case, the respective capacity in which he is attending, indicating the matters to be discussed pursuant to the agenda, and of the resolutions and other

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MERCANTILE REGISTRY I

JUDICIAL DISTRICT
FEDERAL DISTRICT AND STATE OF MIRANDA

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measures taken. Said minutes must be signed by all those present or by those who have signed in favor of the resolutions adopted.

CHAPTER IV

REGARDING THE MANAGEMENT

ARTICLE 16th: Composition: A Board of Directors made up of one President and three Directors will be in charge of the ordinary management of the corporation, as well as the disposition of the corporate assets. The Meeting will elect the members of the Board of Directors.

ARTICLE 17th: Powers: The legal representation of the corporation will be exercised by the President who, acting on his signature alone, has full powers to purchase, sell and encumber property, personal or real, to give, receive, handle, and negotiate loans or bank credits or any other kind of credits with banking, financial or private institutions, whether national or foreign, open and close accounts in banking or any other type of institutions, to sign, issue, endorse, and protest checks, bills of exchange, promissory notes and any other commercial draft; to sue, defend suits, and convene, counterclaim, abandon, settle, accept summons or notice, to bid at auctions; to grant general, special or other kind of powers of attorney, whether they are of disposition or management, including judicial, with the broadest powers; to execute sworn interrogatories; to file petitions, appeals and sign them, to receive amounts of monies in full or on account, and to issue the corresponding receipts and releases; to enter into all types of contracts; and in general to do everything it deems necessary and convenient for the efficient conduct of the business of the corporation, it being understood that this listing of powers is merely illustrative and is in no way restrictive or limiting. In the event of the temporary absence of the President, any one of the members of the Board of Directors can substitute each and every one of the powers characteristic of the President.

ARTICLE 18th: Duration of Responsibilities: The President and the other members of the Board of Directors shall be elected for a period of FIVE (5) years. In all cases they will continue in their position until they are reelected by the General Meeting of Shareholders or it appoints the persons who are to substitute them. The appointment of President is revocable at any time by the General Meeting of Shareholders, without such revocation serving as the title to claim any kind of indemnization against the corporation under any circumstances. The exercise of the position of President implies the expressed acceptance of the norms set forth herein.

ARTICLE 19th: Security Deposit: The President will deposit or will have deposited in the safe of the corporation, as the security foreseen in the Commercial Code, TEN (10) shares of stock, which shall allocated to guaranty the acts of his administration and they will be

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MERCANTILE REGISTRY I JUDICIAL DISTRICT FEDERAL DISTRICT AND STATE OF MIRANDA VOIDED

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inalienable, until, once his duties are terminated, he is given the corresponding releases by the General Meeting. For a President who is not a shareholder, the guarantee herein provided for shall be deposited by the shareholder who proposes him for that position.

CHAPTER V

NORMS REGARDING SHAREHOLDERS REPRESENTATIVES

ARTICLE 20th: Duration and Duties: The Meeting will appoint a Shareholders' Representative whose term will be for ONE (1) year, but he can be reelected. The Shareholders' Representative will have all the powers and duties set forth by the Commercial Code.

CHAPTER VI

REGARDING BALANCE AND ACCOUNTS

ARTICLE 21st: Fiscal Periods and Bookkeeping Rules: The first fiscal period of the corporation begins on the date of recording in the Mercantile Registry and ends on December 31, 1996. The following fiscal periods will begin on January 1st and end on December 31st of each year. At the end of each fiscal period, the accounts will be closed and balanced, and the President will order the preparation of the Balance Sheet, the Statement of Profit and Loss, and other Financial Statements, pursuant to the legal and accounting norms set by the corporation.

ARTICLE 22nd: Provisions and Dividends: Of the liquid profits of the corporation once any loss from prior fiscal periods have been eliminated, FIVE (5) per cent annually will be set aside to make up a legal reserve fund until it reaches at least TEN (10) percent of the capital stock. The remaining entry can be paid as a dividend, attributed to unrestricted reserves or accrued in the surplus account, always in the judgment or for the convenience of the General Meeting of Shareholders.

CHAPTER VII

REGARDING THE LIQUIDATORS

ARTICLE 23rd: Liquidators: Upon the termination of the corporation and in the cases provided for or not of anticipated dissolution, the liquidation will be made by the liquidators named by the General Meeting of Shareholders that decide the liquidation by the Manager, if the said

Meeting so orders it. During the course of the Liquidation, the powers of the General Meeting will remain the same as during the normal existence of the corporation for everything

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MERCANTILE REGISTRY I

JUDICIAL DISTRICT
FEDERAL DISTRICT AND STATE OF MIRANDA

VOIDED

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concerning the liquidation.

CHAPTER VIII

TEMPORARY NORMS

ARTICLE 24th: Appointment of the Members of the Board of Directors: The Meeting determined to appoint as President MARCOS SANTANA, who is Venezuelan, of legal age and holder of Identification Card N.V-6,211,361, and as Directors, the following persons: FERNANDO ESPEJO, who is Venezuelan, of legal age and bearer of Identification Card N.V-4,086,276 and ALFREDO D'AMBROSIO BUCCIARELLI, who is Venezuelan, of legal age and bearer of Identification Card No. 4,765,841 and as Shareholders Representative of the Company Mrs. ALIDA ARCIA MONTESUMA, Venezuelan, of legal age and registered with the Association of Public Accounts of the State of Miranda at No. 9082.

ARTICLE 25th: Mr. ALFREDO D'AMBROSIO BUCCIARELLI, Venezuelan, of legal age and holder of identification card No. 4,765,841, is sufficiently authorized to proceed to carry out the registration and participation necessaries with the Mercantile Registry.

/s/ Illegible /s/ Illegible /s/ Illegible

[There are seven revenue stamps of the Republic of Venezuela, Ministry of the Treasury, in the amount of 20 Bolivars each, with four rubber stamps affixed thereon that read: REPUBLIC OF VENEZUELA, Judicial District, Federal District and State of Miranda, MERCANTILE REGISTRY I.]

CARACAS, first (01) of March of NINETEEN NINETY-SIX. (SIGNED) D'AMBROSIO BUCCIARELLI ALFREDO, Dra. Maria Teresa Lusinchi Castillo. THIS CERTIFIED COPY OF PUBLICATION IS ISSUED PURSUANT TO MODEL No: 328527.

63/AUR

/s/ Illegible
Dra. Maria Teresa Lusinchi Castillo

FIRST MERCANTILE REGISTRAR

[There is a rubber stamp that reads: REPUBLIC OF VENEZUELA, Judicial District, Federal District and State of Miranda, MERCANTILE REGISTRY I.]

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 MAR 21 AM 9:11

STATE OF FLORIDA)
:
COUNTY OF DADE)

BEFORE ME, A NOTARY PUBLIC IN AND FOR THE STATE OF FLORIDA AT LARGE, PERSONALLY APPEARS MARTHA CORDERO-ESQUIVEL FOR AND ON BEHALF OF MASTER TRANSLATING SERVICES, INC., WHO, AFTER BEING DULY SWORN, DEPOSES AND SAYS THAT SHE IS FULLY VERSED IN THE SPANISH AND ENGLISH LANGUAGES AND THAT THIS IS A TRUE AND CORRECT TRANSLATION OF THE ATTACHED DOCUMENT CONSISTING OF 18 PAGE(S), AND THAT THIS IS THE LAST OF THE ATTACHED.

Martha Cordero Esquivel
MARTHA CORDERO-ESQUIVEL

SWORN TO AND SUBSCRIBED THIS 13TH DAY OF MARCH, A.D., 1996.

NOTARY PUBLIC, STATE OF FLORIDA AT LARGE.

MY COMMISSION EXPIRES:

NOTARY PUBLIC STATE OF FLORIDA
OFFICIAL NOTARY SEAL
NAPOLEON F CORDERO
COMMISSION NUMBER
CC522378
MY COMMISSION EXPIRES
JAN. 19,2000

MASTER TRANSLATING SERVICES, INC.

10651 N. KENDALL DRIVE, SUITE 220
MIAMI, FLORIDA 33176
(305) 279-2484

05/7/96
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06 MAR. 1996
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REPUBLICA DE VENEZUELA 20 MINISTERIO DE HACIENDA

300.4700

MARCOS S. SANTANA G.
Inpreabogado Nº 36.670

Ciudadano
Registrador Mercantil
de la Circunscripción Judicial
del Distrito Federal y Estado Miranda
Su Despacho

Yo, ALFREDO D'AMBROSIO BUCCIARELLI, venezolano, mayor de edad, de este domicilio y titular de la Cédula de Identidad 4.765.841, procediendo en este acto suficientemente facultado por la Compañía Anónima "PRODUCCIONES POST 34, C.A.", ante Usted muy respetuosamente ocurro para participarle, mediante el presente documento, que en esta misma fecha ha sido constituida la Sociedad que se regirá con el nombre arriba indicado y a tal efecto acompaño, redactado con suficiente amplitud, el Documento Constitutivo y Estatutos Sociales correspondientes. Acompaño, igualmente, el original del Inventario de los bienes aportados por los accionistas y la planilla de depósito del pago en efectivo correspondientes a la totalidad del capital suscrito y pagado.

Ruego a Usted se sirva ordenar la fijación e inscripción del presente escrito y del Documento de Constitución y que así mismo me sea expedida UNA (1) copia certificada de dichos documentos y del auto que los provea.

Es Justicia, en Caracas en la fecha de su presentación.

A. D'Ambrosio B.

VISTO BUENO

REGISTRO MERCANTIL
CIRCUNSCRIPCION JUDICIAL
DISTRITO FEDERAL Y EDO. MIRANDA
NO UTILIZADO

MINISTERIO DE JUSTICIA

REGISTRO MERCANTIL PRIMERO

DE LA CIRCUNSCRIPCION JUDICIAL DEL DTTO. FEDERAL Y EDO. MIRANDA

DOCTORA: MARIA TERESA LUSINCHI CASTILLO, REGISTRADOR MERCANTIL PRIMERO DE LA CIRCUNSCRIPCION JUDICIAL DEL DISTRITO FEDERAL Y ESTADO MIRANDA.

C E R T I F I C A

Que el asiento de Registro de Comercio transcrito a continuación, cuyo original está inscrito en el Tomo: 48-A-Pro... Número: 21 del año 1.996 . así como LA PARTICIPACION, NOTA Y DOCUMENTO que se copian de seguida son traslado fiel de sus originales, los cuales son del tenor siguiente

ESTE FOLIO PERTENECE A:
PRODUCCIONES POST 34, C.A
63/AUR

REGISTRO MERCANTIL
CIRCUNSCRIPCION JUDICIAL
DISTRITO FEDERAL Y EDO. MIRANDA
INUTILIZADO

MINISTERIO DE JUSTICIA

REGISTRO MERCANTIL PRIMERO

DE LA CIRCUNSCRIPCION JUDICIAL DEL DTTO. FEDERAL Y EDO. MIRANDA

Caracas,..[illegible]...de.....[illegible].........de mil novecientos noventa y ..[illegible]......................([illegible] y [illegible]). Por presentada la anterior participación. Cumplidos como han sido los requisitos de Ley, inscríbase en el Registro Mercantil junto con el documento presentado; fíjese y publíquese el asiento respectivo; fórmese el expediente de la Compañía y archívese original junto con el ejemplar de los Estatutos y demás recaudos acompañados. Expídase la copia de publicación. El Anterior documento redactado por Dr. MARCOS S.SANTANA G. , se inscribe en el Registro De Comercio bajo el Nº-21- TOMO -48-A- PRO.. Derechos pagados Bs.5745.00 Según Planilla RM Nº328527, Banco Nº156556 Por Bs.:4700.00. La identificación se efectuó así: D'AMBROSIO BUCCIARELLI ALFREDO, C.I:_[illegible]_ [illegible]

El Registrador Mercantil Primero

Fdo. Dra. Maria Teresa Lusinchi Castillo

ESTA PAGINA PERTENECE A:

PRODUCCIONES POST 34, C.A

CON/ 63/AUR

REGISTRO MERCANTIL
CIRCUNSCRIPCION JUDICIAL
DISTRITO FEDERAL Y EDO. MIRANDA
INUTILIZADO

MARCOS G. SANTANA G.
Inpreabogado Nº 30.670

Nosotros, MARCOS SANTANA, FERNANDO ESPEJO y ALFREDO D'AMBROSIO BUCCIARELLI, venezolanos, mayores de edad, de este domicilio y titulares de las Cédulas 6.211.361, V-4.816.905, V-4.765.841, respectivamente, declaramos: Que hemos convenido en constituir como en efecto constituimos, una Compañía Anónima que se regirá por las estipulaciones establecidas en el presente documento el cual ha sido redactado con suficiente amplitud para que integre a la vez el Contrato Constitutivo y los Estatutos Sociales.

CAPITULO I

DENOMINACION, DOMICILIO, DURACION Y OBJETO

ARTICULO 1o.: Denominación La sociedad se denomina "PRODUCCIONES POST 34, C.A." y se rige por las estipulaciones del presente documento y por las leyes de la República de Venezuela.

ARTICULO 2o.: Objeto: La Sociedad tiene por objeto y finalidad principal realizar producciones audiovisuales para TV y cine, prestar servicios de producción y post producción de todo tipo de programas para representarlos en los diversos medios radiales o audiovisuales registrados en cualquier tipo de soporte (videos, films, cintas de grabación, discos fonográficos, entre otros). En la realización de su objeto la sociedad podrá también celebrar toda clase de contratos, dar y tomar dinero en préstamo, actuar como representante, agente, distribuidor, comisionista o corredor y en general podrá realizar cualquier acto de comercio licito.

ARTICULO 3o.: Domicilio: El domicilio de la sociedad es la ciudad de Caracas, pero podrá establecer oficinas, sucursales, agencias, establecimientos y explotaciones en cualquier otra ciudad de Venezuela o del exterior, mediante resolución de la Asamblea General de Accionistas.

ARTICULO 4o.: Duración: La sociedad tendrá una duración de noventa y nueve años, contados a partir de la fecha de inscripción del presente documento en el Registro Mercantil del Distrito Federal y Estado Miranda, salvo prórroga o disolución anticipada.

CAPITULO II

CAPITAL SOCIAL, ACCIONES Y ACCIONISTAS

ARTICULO 5o.: Capital: El Capital de la sociedad es la cantidad DE CIENTO VENTE

se reunirá una vez cada año, en el curso de los TRES (3) meses siguientes a la fecha de cierre de ejercicio social y tendrá todas las atribuciones supremas de acuerdo con la Ley.

ARTICULO 11o.: Asamblea Extraordinaria: La Asamblea General Extraordinaria de Accionistas se reunirá siempre que el Administrador lo estime necesario o conveniente al desarrollo de las actividades propias de la sociedad. También se reunirá si así lo solicitase un número de accionistas que represente por lo menos el VEINTE (20) POR CIENTO del capital social o a solicitud del comisario si fuere el caso.

ARTICULO 12o.: Convocatoria: Las Asambleas Generales de Accionistas, sean ellas Ordinarias o Extraordinarias, serán convocadas por el Administrador , mediante publicación de la convocatoria en uno de los diarios de mayor circulación en el País, con QUINCE (15) días por lo menos de anticipación a la fecha de la reunión. En ellas se expresará el lugar y hora en que habrá de celebrarse la Asamblea y el objeto de la misma. Sin embargo, cualquier Asamblea, sea Ordinaria o Extraordinaria, donde esté representada la totalidad del capital social, se considerará válidamente constituida para deliberar y resolver aún sin el requisito de la publicación de la convocatoria, siempre que los asistentes dejen constancia en el acta de haber sido convocados previamente y estar en capacidad de pronunciarse sobre los puntos contenidos en el orden del día.

ARTICULO 13o.: Quórum: Para la validez de las decisiones de las Asambleas de Accionistas, sean Ordinarias o Extraordinarias, sea en primera o subsecuente reunión, se requerirá necesariamente la presencia o representación, así como el voto favorable, de más del CINCUENTA POR CIENTO (50%) del capital social.

ARTICULO 14o.: Representación: Los accionistas podrán hacerse representar en las Asambleas por medio, de apoderados generales especiales o constituidos por simple carta, telegrama o telex. El Administrador dará fe en cuanto a la autenticidad de estas comunicaciones.

ARTICULO 15o.: Actas: De todas las reuniones de las Asambleas Ordinarias y Extraordinarias se levantará un acta, la cual se asentará en el Libro de Actas de Asambleas llevado al efecto., Dicha acta contendrá el nombre de todos los asistentes con expresión del número de acciones que cada uno representa o en su caso, de la calidad respectiva con que asista, con indicación de los puntos a tratar en el orden del día, y de las resoluciones y demás

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medidas que se tomen Dichas actas deberán ser firmadas por todos los asistentes o por los que han votado a favor de las resoluciones tomadas.

CAPITULO IV

SOBRE LA ADMINISTRACION

ARTICULO 16o.: Composición: La administración ordinaria de la sociedad, así como la disposición de los haberes sociales estará a cargo de una Junta Directiva compuesta por un Presidente y tres Directores. La Asamblea elegirá a los miembros de la Junta Directiva.

ARTICULO 17o.: Atribuciones: La representación legal de la sociedad la ejerce el Presidente quien, actuando con su sola firma, tiene plenas facultades para comprar, vender y gravar bienes, muebles e inmuebles, dar, recibir, gestionar y negociar préstamos o créditos bancarios o de otro tipo con instituciones bancarias, financieras o particulares, sea nacionales o extranjeras, abrir y cerrar cuentas en institutos bancarios o de otro tipo, firmar, librar, endosar y protestar cheques, letras de cambio, pagarés y cualquier otro efecto de comercio; demandar, contestar demandas y convenir, reconvenir; desistir, transigir, darse por citado o notificado, hacer posturas en remates; otorgar poderes generales, especiales o de otro tipo, sean ellos de disposición o de administración, incluso judiciales con las más amplias facultades; evacuar posiciones juradas; hacer solicitudes, recursos y suscribirlos; recibir cantidades de dinero totales o a cuenta y otorgar los recibos y finiquitos correspondientes; celebrar todo tipo de contratos; y en general, haber todo cuanto estime necesario y conveniente para la buena marcha de los negocios de la sociedad, entendiéndose que esta enumeración de facultades es solamente enunciativa y de modo alguno taxativa o limitativa. En caso de ausencia temporal del Presidente, uno cualquiera de los miembro de la Junta Directiva, podrán suplir todas y cada una de las facultades propias del Presidente.

ARTICULO 18o.: Duración de Funciones: El Presidente y los demás miembros de la Junta Directiva serán elegidos por un período de CINCO (5) años. En todo caso continuaran en su cargo hasta tanto sean reelegidos por la Asamblea General de Accionistas o ésta designe a las personas que habrán de sustituirlos. El nombramiento de Presidente es revocable en cualquier momento por la Asamblea General de Accionistas, sin que tal revocación sirva como título para reclamar contra la sociedad indemnización alguna bajo ningún concepto. El ejercicio del cargo de Presidente implica la aceptación expresa de las normas establecidas en el presente documento

ARTICULO 19o.: Depósito en Garantía: El Presidente depositará o hará depositar en la caja de la sociedad, a los efectos de garantía prevista en el Código de Comercio, DIEZ (10) acciones, las cuales quedarán afectadas a garantizar los actos de su gestión y serán

inalienables hasta que, una vez terminadas sus funciones, le sea otorgado el finiquito correspondiente por la Asamblea General. Para el Presidente que no sea accionista, la garantía aquí prevista será depositada por el accionista que lo proponga para desempeñar dicho cargo.

CAPITULO V

NORMAS SOBRE COMISARIOS

ARTICULO 20o.: Duración y Funciones: La Asamblea designará a un Comisario el cual durará UN (1) año en el ejercicio de sus funciones, pero podrá ser reelegido. El Comisario tendrá las atribuciones y deberes que le señala el Código de Comercio.

CAPITULO VI

SOBRE BALANCE Y CUENTAS

ARTICULO 21o.: Ejercicios y Reglas Contables: El primer ejercicio económico de la sociedad comienza el día de inscripción en el Registro Mercantil y termina el 31 de diciembre de 1.996. Los siguientes ejercicios comenzarán el 1 de Enero y terminarán el 31 de Diciembre de cada año. Al final de cada ejercicio se cortarán las cuentas y el Presidente ordenará la preparación del Balance, El Estado de Ganancias y Pérdidas y demás Estados Financieros, con arreglo a las normas legales y contables fijadas por la sociedad.

ARTICULO 22o.: Apartados y Dividendos: De los beneficios líquidos de la sociedad, una vez saneada cualquier situación de pérdidas de ejercicios anteriores, se apartará anualmente el CINCO (5) por ciento para formar un fondo de reserva legal, hasta que este alcance, por lo menos, el DIEZ (10) por ciento del capital social. La partida restante podrá ser pagada como dividendo, ser atribuida a reservas libres o ser acumulada en la cuenta superávit, siempre a juicio o a conveniencia de la Asamblea General de Accionistas.

CAPITULO VII

SOBRE LOS LIQUIDADORES

ARTICULO 23o.: Liquidadores: A la terminación de la sociedad y en los casos previstos o no de disolución anticipada, la liquidación será hecha por los liquidadores nombrados por la Asamblea General de Accionistas que decida la liquidación por el Administrador, si así lo dispone la citada Asamblea. Durante el curso de la Liquidación los poderes de la Asamblea General quedarán como durante la existencia normal de la sociedad para todo lo

CARACAS, ...DE................DE MIL NOVECIENTOS NOVENTA Y........- (FDOS.) D'AMBROSIO BUCCIARELLI ALFREDO, Dra. María Teresa Lusinchi Castillo SE EXPIDE LA PRESENTE COPIA CERTIFICADA DE PUBLICACION SEGUN PLANILLA Nº: 328527

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Dra. María Teresa Lusinchi Castillo
REGISTRADOR MERCANTIL PRIMERO

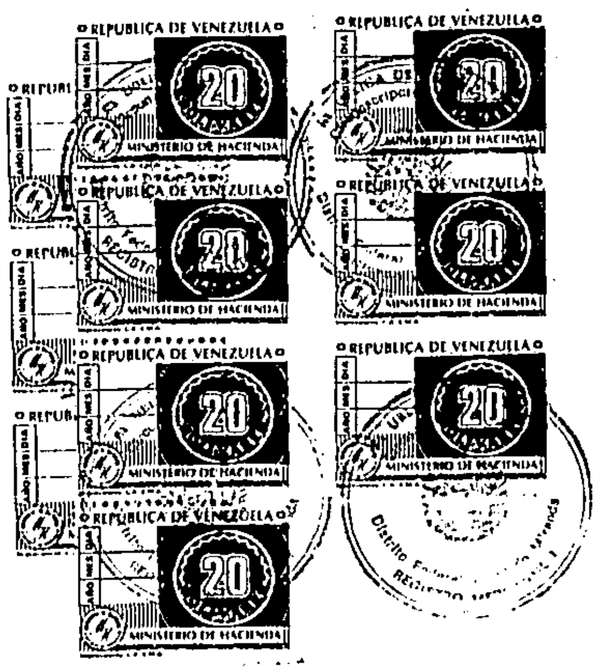
concerniente a la liquidación.

CAPITULO VIII

NORMAS TRANSITORIAS

ARTICULO 24o.: Nombramiento de los Miembros de la Junta Directiva: La Asamblea decidió nombrar como Presidente MARCOS SANTANA , quien es venezolano, mayor de edad y titular de la Cédula de Identidad N. V- 6.211.361, y como Directores a las siguientes personas: FERNANDO ESPEJO, quién es venezolano, mayor de edad y titular de la Cédula de Identidad N. V- 4.086.276 y ALFREDO D'AMBROSIO BUCCIARELLI, quien es venezolano, mayor de edad, y titular de la Cédula de Identidad No. 4.765.841 y como Comisario de la Compañía se nombra a la señora ALIDA ARCIA MONTESUMA, venezolano, mayor de edad y inscrito en el Colegio de Contadores Públicos del Estado Miranda bajo el No.9082.

ARTICULO 25o.: Se autoriza suficientemente al señor ALFREDO D'AMBROSIO BUCCIARELLI, venezolano, mayor de edad y titular de la cédula de identidad No. 4.765.841 para que proceda a realizar el Registro y la Participación necesarias por ante el Registro Mercantil



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