

**CORPORATE
ACCESS,
INC.**

1116-D Thomasville Road . Mount Vernon Square . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (904) 222-2666 or (800) 969-1666 . Fax (904) 222-1666

F97000005761

CERTIFIED COPY

CUS

PHOTO COPY

FILING

Foreign

1.) Avant-Garde Productions, Inc
(CORPORATE NAME & DOCUMENT #)

2.) _____
(CORPORATE NAME & DOCUMENT #)

3.) _____
(CORPORATE NAME & DOCUMENT #)

4.) _____
(CORPORATE NAME & DOCUMENT #)

5.) _____
(CORPORATE NAME & DOCUMENT #)

6.) _____
(CORPORATE NAME & DOCUMENT #)

7.) _____
(CORPORATE NAME & DOCUMENT #)

8.) _____
(CORPORATE NAME & DOCUMENT #)

9.) _____
(CORPORATE NAME & DOCUMENT #)

10.) _____
(CORPORATE NAME & DOCUMENT #)

700002329847--7
-10/27/97--01003--026
*****70.00 *****70.00

W97-24345

SPECIAL INSTRUCTIONS

"When you need ACCESS to the world"
CALL THE FILING AND RETRIEVAL AGENCY DEDICATED TO SERVING YOU!

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT 31 AM 11:18
97 OCT 27 AM 10:04
RECEIVED
DIVISION OF CORPORATION

Name conflict
P97-53833



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 27, 1997

CORPORATE ACCESS, INC.

SUBJECT: AVANT-GARDE PRODUCTIONS, INC.
Ref. Number: W97000024345

DIVISION OF CORPORATION

97 OCT 31 AM 10:07

RECEIVED

97 OCT 31 AM 11:18

FILED STATE
SECRETARY OF CORPORATION

We have received your document for AVANT-GARDE PRODUCTIONS, INC. and your check(s) totaling \$70.00. However, the document has not been filed and is being retained in this office for the following:

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

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 (850) 487-6095.

Jennifer Sindt
Document Examiner

Letter Number: 797A00052082

Corrected
10/31

CM
10/31

RESOLUTION OF BOARD OF DIRECTORS

(Please print or type)

I, the undersigned REGENT GRAVEL do hereby certify
(Name)

that this Resolution of the Board of Directors of Avant-garde Productions, Inc.

(Corporate Name)

a corporation duly organized and existing under the laws of the State of Nevada


was duly adopted on October 28, 19 97

Be it resolved, that Avant-garde Productions, Inc.
(Corporate Name)

organized and existing in the State of Nevada hereby adopts the name

Avant-garde Productions (Nevada), Inc. for use in Florida

Dated: Oct. 29, 1997


Signature of either Chairman, Vice Chairman or any officer

REGENT GRAVEL, President
Type or print name

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 OCT 31 AM 11:18


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. AVANT-GARDE PRODUCTIONS, 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. NEVADA
(State or country under the law of which it is incorporated)
3. 86-0881888
(FEI number, if applicable)
4. May 23, 1997
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. October 24, 1997
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.)
7. 1188 West Bonanza Drive
Carson City, Nevada 89706
(Current mailing address)
8. Any and all lawful purposes and business.
(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: James C. Rowe, Esquire
Riden, Earle & Kiefner, P.A.
Office Address: 100 2nd Avenue South - Suite 400 North
St. Petersburg, , Florida , 33701
(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:

A. DIRECTORS

Chairman: Regent Gravel

Address: 800 R. Levesque W. - #1100
Montreal, QC (Canada) H3B1X9

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: Regent Gravel

Address: 800 R. Levesque W. - #1100
Montreal, QC (Canada) H3B1X9

Vice President: _____

Address: _____

Secretary: _____

Address: _____

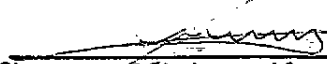
Treasurer: _____

Address: _____

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT 31 AM 11:18

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

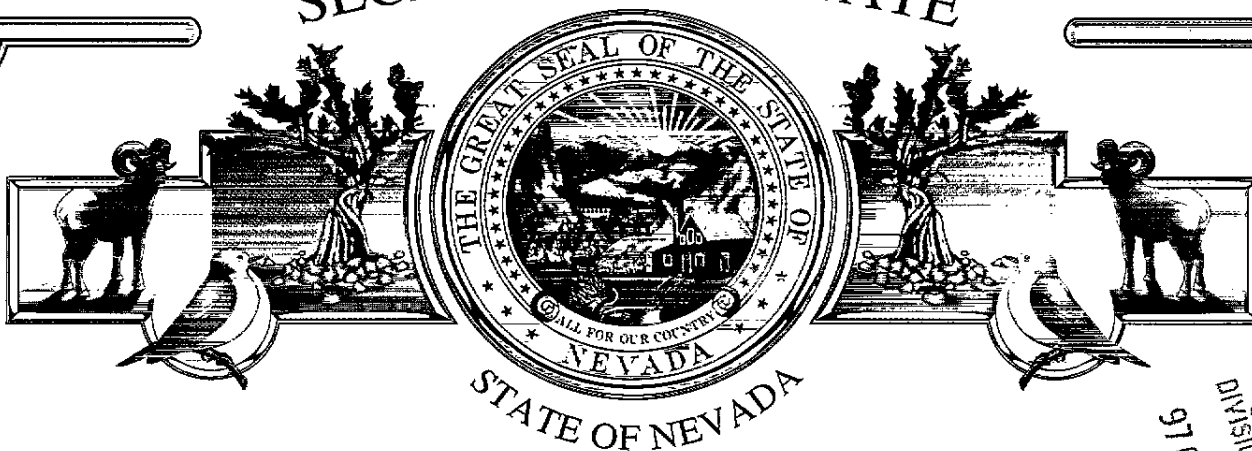
13.


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

14.

Regent Gravel, President
(Typed or printed name and capacity of person signing application)

SECRETARY OF STATE



CERTIFICATE OF EXISTENCE WITH STATUS IN GOOD STANDING

I, DEAN HELLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to filings by corporations, limited-liability companies, limited partnerships, and limited-liability partnerships pursuant to Title 7 of the Nevada Revised Statutes which are either presently in a status of good standing or were in good standing for a time period subsequent of 1976 and am the proper officer to execute this certificate.

I further certify that the records of the Nevada Secretary of State, at the date of this certificate, evidence, **AVANT-GARDE PRODUCTIONS, INC.** as a corporation duly organized under the laws of Nevada and existing under and by virtue of the laws of the State of Nevada since May 23, 1997 and is in good standing in this state.

IN WITNESS WHEREOF, I have hereunto set my hand
and affixed the Great Seal of State, at my office, in
Carson City, Nevada, on October 20, 1997.



By

Secretary of State

Certification Clerk

FILED
SECRETARY OF STATE
DIVISION OF RECORDS
91 OCT 31 AM 11:19