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Florida Department of State
Division of Corporations
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NON
FLORIDA PROFTT CORPORATION OR P.A.

look at my film, inc.

Certificate of Status	0
Certified Copy	1
Page Count	10
Estimated Charge	\$78.75

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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

December 12, 2000

EMPIRE

SUBJECT: LOOK AT MY FILM, INC.
REF: W00000029070

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

COVER PAGES STATE PROFIT.,

① Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation or a statement that the method of election of directors is as stated in the bylaws.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

The registered agent must sign accepting the designation.

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Naysa Culligan
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ARTICLES OF INCORPORATION

OF

LOOK AT MY FILM, INC.

We, the undersigned natural persons of the age of twenty-one years or more, acting as Incorporators of a Corporation under the provisions of Chapter 617, Part I of the Florida Statutes, (as amended), providing for the formation of Non-Profit Corporations, adopt the following Articles of Incorporation for the purposes and with the powers mentioned herein for such Corporation; and to that end we do by this Certificate set forth:

ARTICLE I

CORPORATE IDENTITY

The name of this corporation is Look At My Film, Inc. It's business address shall be:

Prepared by A. Zayas, Notary, 625 75 Street, M Bch 305 864-0267

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3800 North Hills Drive

Suite 217

Hollywood, Florida 33021

ARTICLE II

DURATION

This Corporation shall have a perpetual existence, unless discontinued by agreement of the board of directors, or dissolved by the Florida Secretary of State; and shall commence business upon issuance of a Corporate Charter.

ARTICLE III

CORPORATE MISSION

The Corporation shall have unlimited power to engage in and do any lawful act concerning any or all lawful business for which corporations may be organized under this Act, including but not limited to:

A: To provide a public forum for the dissemination, creation, and exposure of independent film makers in all genres

B: The production, promotion and presentation of film and video, and computer-generated animation as legitimate forms of artistic expression

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- C: To foster the cultural enrichment and education of the public through programs designed to bring together persons interested in using film and video to enhance the arts
- D: To establish and maintain an archive of film, video, and computer animation
- E: To promote and stimulate public interest in an appreciation of all forms of film, video, and computer animation
- F: To foster and promote artistic expression, through film, video and computer animation, of science-fiction arts, "horror" films, and alternative media outlets, as well as sponsor and/or create sequels to commercially made films
- G: Do each and every thing necessary, suitable or proper for the accomplishment of any of the purposes or the attainment of any one or more of the subjects herein enumerated, or which may at any time appear conducive to or expedient for protection or benefit of this Corporation and to do said acts as fully and to the same extent as natural persons might or could do in any part of the world as principals, agents, partners, trustees or otherwise, either alone or in conjunction with any other person, association or corporation.

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H: The foregoing clauses shall be construed both as purposes and powers and shall not be held to limit or restrict in any manner the general powers of the corporation and the enjoyment and exercise thereof as conferred by the laws of the State of Florida and it is the intention that the purposes and powers specified in each of the paragraphs of this Article III shall be regarded as independent purposes and powers.

ARTICLE IV

INCORPORATORS/DIRECTORS

The Board of Directors shall consist of not less than three nor more than fifteen members. The following shall serve as Directors and Original Incorporators until the Corporation's first meeting:

Seth Weiler

3800 North Hills Drive # 217

Hollywood, Florida 33021

Mario Otero

5950 S. W. 40th Avenue # B 9

Ft. Lauderdale, Florida 33314

Shaene M. Steinauer

8326 Island Breeze Lane

Tampa, Florida 33637

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Miram Leaderman

19999 E. Country Club Drive

Aventura, Florida

The officers shall be elected by the Board of Directors at the first annual meeting of the Board, in such a manner and by such procedure as required by the By-Laws. All officers shall serve and hold office until their successor has been elected by the Board of Directors. The method of election of directors are stated in the bylaws.

ARTICLE V

BY-LAWS

The Corporate By-Laws shall be adopted at the first meeting of the Corporation, and said By-Laws may be made, altered, or rescinded by the Directors of the Corporation. Amendments to the Certificate of Incorporation may be proposed and adopted by the Board of Directors and thereafter shall be submitted at the annual meeting of the Corporation for information and approval of the membership.

ARTICLE VI

INITIAL OFFICE AND AGENT

The address of this Corporation's initial registered office and

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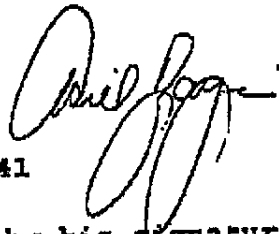
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the name of its original registered agent at such address is:

Ariel Zayas

625 75th Street # 3

Miami Beach, Florida 33141



Registered agent accepts this designation by his signature above.

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ARTICLE VII

RESTRICTIONS/ASSETS OF CORPORATION

The Board of Directors, Members, and Officers of the Corporation shall not receive any funds from the Corporation by way of distribution of assets of the corporation, distribution of proceeds, dividends, salaries or expenses other than such expenses or allowances as necessary to offset or reimburse any expenses incurred in the conduct of the corporate affairs providing such funds have been previously approved by the Board of Directors and are in accordance with State and Federal laws.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, members or officers, except that the Corporation shall be authorized and empowered to make payments and distributions in furtherance of the purposes set forth in these Articles of Incorporation.

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In the event of liquidation or dissolution of the Corporation, any assets shall be distributable to not-for-profit agencies providing such agency has been recognized and approved by the Internal Revenue Service as an organization exempt from the payment of income taxes; and that such distribution shall further such educational, charitable, social or scientific purposes as the Trustees (or other such persons as may be in charge of liquidation) shall determine. It is hereby provided that any assets or funds held by the Corporation upon dissolution or upon failure of the Corporation to do or conduct business, where said funds have been received from government programs, assets have been purchased with funds from government programs, said assets and funds shall be distributed as provided above or in accordance with governmental rules and regulations governing such matters.

No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in nor intervene in (including the publication of or distribution of statements) any political campaign on behalf of any candidate for public office.

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ARTICLE VIII

INDEMNIFICATION

The Corporation shall indemnify any and all persons who may serve, or who have served at any time, as directors or officers, and their respective heirs, administrators, successors and assigns, against any and all expenses, including, but not limited to, amounts paid upon judgements, counsel fees, and amounts paid in settlement (before or after suit is commenced), actually and necessarily incurred by such persons in connection with the defense or settlement of any claim, action, suit or proceeding in which they, or any of them, by reason of having been or being directors or officers, except in such cases wherein the director or officer is adjudged guilty of willful malfeasance or malfeasance in the performance of his duties.

We, the undersigned, being all of the original incorporators hereinbefore named, do ratify and swear the above articles of incorporation for the purpose of forming a not-for-profit enterprise to do business both within and without the State of Florida, and do make, subscribe, acknowledge and file this Certificate; and accordingly have hereunto set our hands and seals this 5th day of September of the year 2000.

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[Signature]
[Signature]
[Signature]
[Signature]

Seth Weiler

Mario Otero

Shaene M. Steinauer

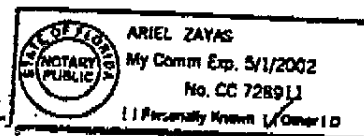
Miram Leaderman

STATE OF FLORIDA
 COUNTY OF MIAMI-DADE

I HEREBY CERTIFY that on this 5th day of September of the year 2000, personally appeared SETH WEILER, MARIO OTERO, SHAENE M. STEINAUER, AND MIRAM LEADERMAN, who produced Florida driver's licenses as identification, and who signed the foregoing Certificate of Incorporation; and who acknowledged that they signed, sealed, and delivered the same for the uses and purposes herein expressed.

IN WITNESS WHEREOF, I have set my official hand and seal at Miami Beach, Miami-Dade County, Florida, this 5th day of September of the year 2000.

[Signature]
 Ariel Zayas, Notary Public



end

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