

Division of Corporations

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NO 3000001703

Florida Department of State
Division of Corporations
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Katherine Harris, Secretary of State

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To:

Division of Corporations
Fax Number : (850) 205-0381

From:

Account Name : AGI REGISTERED AGENTS, INC.
Account Number : I20000000205
Phone : (305) 416-6800
Fax Number : (305) 416-6811

FLORIDA NON-PROFIT CORPORATION**ARCA IMAGES, INC.**

Certificate of Status	0
Certified Copy	0
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

February 27, 2003

ELIZABETH MORILLO
ONE ALHAMBRA CIR, STE 305
CORAL GABLES, FL 33134

SUBJECT: ARCA IMAGES, INC.

This letter will confirm that due to a clerical error the above referenced corporation was incorrectly filed as a PROFIT (P01000047315) corporation. Please be advised, we have corrected our records to reflect this corporation as a NON PROFIT corporation and assigned new document number N03000001703 with the original file date of May 10, 2001.

Any annual reports/uniform business reports submitted this office should reflect the new document number.

We sincerely apologize for any inconvenience this error may have caused you.

Should you have any questions please feel free to contact this office at the address indicated below.

Sincerely,
Beth Register
Corporate Specialist Supervisor
New Filings Section

Letter number: 303A00012419

May 11, 2001

ARCA IMAGES, INC.
ONE ALHAMBRA CIRCLE SUITE 305
CORAL GABLES, FL 33134

The Articles of Incorporation for ARCA IMAGES, INC. were filed on May 10, 2001, and assigned document number P01000047315. Please refer to this number whenever corresponding with this office.

This document was electronically received and filed under FAX audit number H01000065000.

A corporation annual report/uniform business report will be due this office between January 1 and May 1 of the year following the calendar year of the file date. A Federal Employer Identification (FEI) number will be required before this report can be filed. Please apply NOW with the Internal Revenue Service by calling 1-800-829-3676 and requesting form SS-4.

Please be aware if the corporate address changes, it is the responsibility of the corporation to notify this office.

Should you have any questions regarding corporations, please contact this office at the address given below.

Sincerely,
Becky McKnight
Document Specialist
New Filings Section
Division of Corporations

Letter Number: 801A00028494

November 12, 2002.

ARCA IMAGES
1 ALHAMBRA CIR.
APT. 305
CORAL GABLES, FL 33134

Pursuant to your recent inquiry, we are enclosing the
certification you requested.

Should you have any questions regarding this matter you may
contact our office at (850) 245-6953.

Suzanne Nichols
Certification Section Letter No. 602A00061324

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida
32314

January 9, 2003

ARCA IMAGES, INC.
ATTN: ELIZABETH MORILLO
ONE ALHAMBRA CIRCLE, STE 305
CORAL GABLES, FL 33134

Pursuant to your recent inquiry, we are enclosing the certification you requested.

Should you have any questions regarding this matter you may contact our office at (850) 245-6053.

Gary Blankenbaker
Certification Section Letter No. 503A00001307

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida
32314

February 5, 2003

ARCA IMAGES, INC.
ONE ALHAMBRA CIRCLE SUITE 305
CORAL GABLES, FL 33134

SUBJECT: ARCA IMAGES, INC.
Ref. Number: P01000047315

Please be advised, we have received your annual report/uniform business report and your check(s) totaling \$61.25; however, the report has not been filed and a copy is being returned for the following correction(s):

The fee to file the enclosed profit annual report/uniform business report is \$150.00. If a certificate of status is desired, please add an additional \$8.75.

There is a balance due of \$88.75.

After the corrections have been made, please return the report to: Division of Corporations, P.O. Box 1500, Tallahassee, Florida 32302-1500 within 30 days from the date of this letter.

If you have additional questions or need further assistance, please call the Division of Corporations at (850) 488-9000.

ANNUAL REPORTS SECTION

Letter number: 803A00008171

/vrh
Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida
32314

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**ARTICLES OF INCORPORATION
OF
ARCA IMAGES, INC.**

The undersigned, for the purpose of forming a not-for-profit corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation pursuant to Chapter 617, Florida Statutes:

ARTICLE I

NAME

The name of the corporation is:

ARCA IMAGES, INC.

ARTICLE II

PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation is:

One Alhambra Circle,
Suite 305
Coral Gables, Florida 33134

ARTICLE III

PURPOSE

The corporation is organized exclusively for charitable, educational, religious or scientific purposes, within the meaning of section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future Federal tax code.). The corporation seeks to produce, promote and support productions, events, organizations, and/or activities in theater, video and movie by requesting, receiving, holding, investing, administering, granting and disbursing gifts of funds, property and/or services, and making expenditures to, or for the benefit of such productions, events, organizations, and/or activities in theater, video and movie.

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TALLAHASSEE, FLORIDA

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ARTICLE IV**DIRECTORS**

The number of directors constituting the board of directors of the corporation and the manner in which they are elected or appointed shall be determined and effectuated in accordance with the By-Laws of the corporation, but in no event shall there be less than three (3) directors at any one time. The number of directors constituting the initial board of directors are three (3). The names and addresses of the persons who are to serve as members of the initial board of directors are:

Elizabeth Morillo

One Alhambra Circle
Suite 305
Coral Gables, Florida 33134

Larry Villanueva

One Alhambra Circle
Suite 305
Coral Gables, Florida 33134

Carlos Caballero

One Alhambra Circle
Suite 305
Coral Gables, Florida 33134

ARTICLE V**REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the corporation is: One Alhambra Circle, Coral Gables, Florida 33134, and the name of its initial registered agent at such address is Elizabeth Morillo.

ARTICLE VI**EARNINGS**

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members trustees, directors, officers or other private persons, except that the Corporation shall be authorized for services rendered and to make payments and distributions in furtherance of Section 501(c)(3) purposes.

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ARTICLE VII

ACTIVITIES

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, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation/organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future federal tax code) or (b) by a corporation/organization, contributions to which are deductible under Section 701(c)(2) of the Internal Revenue Code (or corresponding section of any future federal tax code).

ARTICLE VIII

DISSOLUTION OF CORPORATION

Upon dissolution of this Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, i.e. charitable, educational, religious, or scientific, or corresponding section of any future federal tax code, or to a state or local government for a public purpose.

However, if the named recipient is not then in existence or no longer a qualified distributee, or unwilling or unable to accept the distribution, then the assets of this Corporation shall be distributed to a fund, foundation or corporation organized and operated exclusively for the purposes specified in Section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future federal tax code).

ARTICLE IX

INCORPORATOR

The name and address of the incorporator is:

Elizabeth Morillo
One Alhambra Circle
Suite 305
Coral Gables, Florida 33134

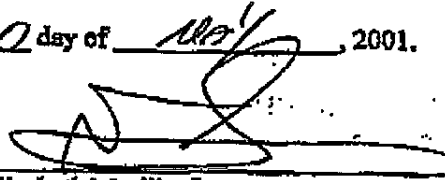
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ARTICLE X**INDEMNIFICATION**

The corporation shall indemnify each director, officer and incorporator of the corporation against any and all liability and expenses incurred by him in connection with or arising out of any action, suit or proceeding in which he may be involved, by reason of his being or having been an officer, director or incorporator of the corporation to the full extent permitted by the laws of the State of Florida.

Executed by the undersigned, on the 10 day of May, 2001.


Elizabeth Morillo, Incorporator**ACKNOWLEDGMENT OF APPOINTMENT BY REGISTERED AGENT**

Having been named the registered agent for the above corporation at the place designated in the foregoing Articles of Incorporation, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.


Elizabeth Morillo, Registered Agent**FILED****01 MAY 10 AM 11:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

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