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J DEPARTMENT OF STATE                                     J  
J STATE OF FLORIDA                                       J  
J 409 EAST GAINES STREET                                  J  
J TALLAHASSEE, FL 32399                                J  
J FAX: (904) 922-4000                                   J  
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J(((H96000001913))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A. J  
J NAME: FESTIVAL DE CINE HISPANO INC..                  J  
J FAX AUDIT NUMBER: H96000001913                        J  
J DATE REQUESTED: 02/08/1996                             J  
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February 12, 1996

RICARDO MARTINEZ-CID

MIAMI, FL

SUBJECT: FESTIVAL DE CINE HISPANO INC.
REF: W96000003110

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

Section 15.16(3), Florida Statutes, requires each document to contain in the lower left-hand corner of the first page the

name, address, and telephone number of the preparer of the original and, if prepared by an attorney licensed in this state, the preparer's Florida Bar membership number.

Please provide an English translation for the entity's name in your cover letter.

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) 487-6934.

Loria Poole
Corporate Specialist

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RICARDO MARTINEZ-CID
PROFESSIONAL ASSOCIATION
ATTORNEY AT LAW

CORAL WAY BANKING CENTER • 1850 CORAL WAY • SUITE 510 • MIAMI, FLORIDA 33145 2860 • TELEPHONE (305) 888-7414 • FACSIMILE (305) 888-2813

February 12, 1996

Secretary of State
State of Florida
Division of Corporations
P. O. Box 6327
Tallahassee, Fl. 32314

Re: FESTIVAL DE CINE HISPANO INC.

Gentlemen:

As requested the Articles of Incorporation for FESTIVAL DE CINE HISPANO INC., with the proper notation under Florida Statutes §15.16(3) follow. The name of the corporation is translated from Spanish to English as: "HISPANIC FILM FESTIVAL INC."

Cordially yours,


Ricardo Martinez-Cid

RMC/pr

Encls.

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DIVISION OF CORPORATIONS

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Cover Sheet*

ARTICLES OF INCORPORATION
FESTIVAL DE CINE HISPANO INC.
A FLORIDA CORPORATION NOT FOR PROFIT

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ARTICLE I
NAME

The name of this Corporation shall be the FESTIVAL DE CINE HISPANO INC., hereinafter designated the "Corporation."

ARTICLE II
NATURE

The Corporation is organized as a Florida corporation not for profit entitled to non-profit status under Section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding provisions of subsequent federal tax laws.

ARTICLE III
PURPOSES

The general nature, objects and purposes of the Corporation shall be to:

A. Within the guidelines established by U.S. law, promote and sponsor the appreciation, study, production and showing in the U.S.A. films produced by in Spain or by hispanics elsewhere.

B. Within the scope of the foregoing, the Corporation is specifically organized for the following purposes:

1. To organize, support and promote cooperative relations, meetings, forums and the exchange ideas with other corporations, Groups, and individuals sharing the same goals and ideals, specifically including, with out limitation, non-profit foundations devoted to the similar purposes.

2. To submit proposals to institutions of public and private education to help with the promotion of its goals.

3. To distribute information such as magazines, newspapers, informative newsletters and radio and television programs related to the goals of the Corporation.

4. To organize support, and promote seminars, and educational conferences to promote community participation and individual

Prepared by: Ricardo Martinez-Cid / Florida Bar Number: 157029
1699 Coral Way, Suite 510, Miami, Florida 33145
Telephone (305) 859-7494 / Facsimile (305) 858-2513
FLORIDA BAR NO. 157029 / AUDIT NUMBER: 1496000001913

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TALLAHASSEE, FLORIDA

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skills consistent with the goals of the Corporation.

5. To organize, sponsor and hold a film festival in the Greater Miami Area to promote hispanic films.

5. To organize, support and promote cooperative efforts between the corporation and other domestic and international educational and other institutions sharing similar goals.

6. To otherwise organize support and promote by all lawful means for a Florida corporation not for profit entitled to non-profit status under Section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding provisions of subsequent federal tax laws.

7. To promote and organize fund-raising efforts to support the foregoing projects.

ARTICLE IV GENERAL POWERS

General powers of the Corporation shall be all powers incident to promoting its objectives.

ARTICLE V MEMBERS & DIRECTORS

The members shall consist of the first Board of Directors and any other members elected by a majority of the Board, and its successor are assigns. The initial Board of Directors and members of the Corporation are four (4), to wit: JAIME ANGULO of 10700 S.W. 88 Court, Miami, Florida 33176, SUSAN ANGULO of 10700 S.W. 88 Court, Miami, Florida 33176, JOSE MAGÁN of 3191 Coral Way, Suite 624, Miami, Florida 33145, and LIDÓN IBÁÑEZ of 3191 Coral Way, Suite 624, Miami, Florida 33145. Future directors shall be elected in the manner established in the By-Laws.

ARTICLE VI INITIAL PRINCIPAL OFFICE, RESIDENT AGENT & OFFICERS

The principal office of the corporation is 10700 S.W. 88 Court, Miami, Florida 33176. The initial resident agent of the Corporation shall be JAIME ANGULO of 10700 S.W. 88 Court, Miami,

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Florida 33176. The officers of the Corporation, with addresses which appear in Article V above, shall be:

President:	JAIME ANGULO
Vice Presidents:	SUSAN ANGULO, JOSE MAGAN and LIDÓN IBÁÑEZ
Secretary:	SUSAN ANGULO
Treasurer:	SUSAN ANGULO

ARTICLE VII
CORPORATE BEGINNING AND EXISTENCE

The Corporation shall begin its corporate existence upon the filing of this articles with the Secretary of State, and shall have perpetual existence.

ARTICLE VIII
BY-LAWS

The Board shall adopt By-Laws consistent with these articles.

ARTICLE IX
AMENDMENT TO ARTICLES

May the Articles may be altered, amended, or repealed by resolution of the Board.

ARTICLE X
SUBSCRIBERS

The names of the subscribers are JAIME ANGULO, SUSAN ANGULO, JOSE MAGÁN and LIDÓN IBÁÑEZ. Their addresses are as set forth in Article V above.

ARTICLE XI
INITIAL CORPORATE AND REGISTERED OFFICE OF THE CORPORATION

The Corporation shall have its initial registered office 10700 S.W. 88 Court, Miami, Florida 33176.

ARTICLE XII
INDEMNIFICATION OF OFFICERS AND DIRECTORS

A. The Corporation hereby agrees to indemnify any director or officer made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding:

1. Whether civil, criminal, administrative, or investigative, other than one by or in the right of the Corporation to procure a judgement in its favor, brought to impose a liability or penalty on such person for an act

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alleged to have been committed by such person in his capacity as director, officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise which he/she fines, amounts paid in settlement and reasonable expenses, including attorneys' fees, actually and necessarily incurred as a result of such action, suit or proceeding or any appeal therein, if such person acted in good faith in the reasonable interest of the Corporation, such action was in the best interest of the reasonable ground for belief that such action was unlawful. The termination of any such action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not in itself create a presumption that any such director or officer did not act in good faith in the reasonable belief that such action was in the best interest of the Corporation or that he/she had reasonable grounds for belief that such action was unlawful.

2. By or in the right of the Corporation to procure a judgment in this favor by reason of his being or having been a director or officer of the Corporation, or by reason of his being or having been a director, officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise which he/she served at the request of the Corporation, against the reasonable expenses, including attorneys' fees, actually and necessarily incurred by him in connection with the defense or settlement of such action, or in connection with the defense or settlement of such action, or in connection with an appeal therein if such person acted in good faith in the reasonable belief that such action was in the best interest of the Corporation. Such person shall not be entitled to indemnification in relation to matters to which such person has been adjudged to have been guilty of gross negligence or misconduct in the performance of his duty to the Corporation unless, and only to the extent that, the court, administrative proceeding is held shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonable entitled to

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indemnification for such expenses which such tribunal shall deem proper.

B. The foregoing rights of indemnification shall not be deemed to limit in any way the powers of the Corporation to indemnify under applicable law.

ARTICLE XIII

TRANSACTION IN WHICH DIRECTORS OFFICERS AND MEMBERS ARE INTERESTED

A. No contract or transaction between the Corporation and one or more of its directors or officers, or between the Corporation and any other corporation, partnership, association, officers are directors or officers, have a financial interest, shall be invalid, void or voidable solely for this reason, or participated in the meeting of the Board or committee thereof which authorized the contract or transaction, or solely because his or their votes are counted for such purpose. No director or officer of the Corporation shall incur liability by reason of the fact that he/she is or may be interested in any such contract or transaction.

B. Interested directors may be counted in determining the presence of a quorum at a meeting of the Board or of a committee which authorized the contract or transaction.

C. No part of the net earnings of the corporation shall inure to the benefit of any Member, Director or Officer of the corporation or any private individual. Provided, however, that (i) reasonable compensation may be paid for services rendered by any Member, Director or Officer to or for the Corporation, and (ii) this provision shall not prohibit the reimbursement of funds advanced to, for or on behalf of the Corporation by any Member, Director or Officer when said funds are advanced with the consent and knowledge of the Corporation, evidenced by the written approval of the majority of the Board, including, without limitation, transportation and other travel expenses.

ARTICLE XIV

DISSOLUTION OF THE CORPORATION

A. Upon dissolution of the Corporation, all of its assets, remaining after provision for creditors and payment of all costs and expenses of such dissolution, shall be distributed to other non-profit corporation(s) devoted to similar goals.

1. Real property contributed to the Association without the receipt of other than nominal consideration by a Class B. Member (or its predecessor in interest), but excluding therefrom the Recreation Parcels which it is intended shall be distributed in the

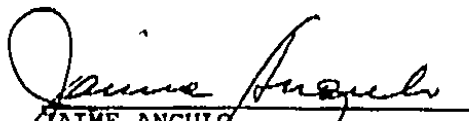
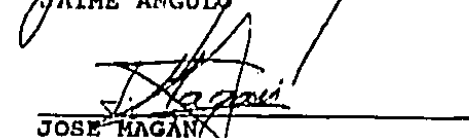
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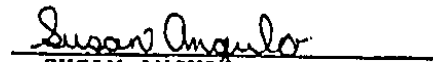
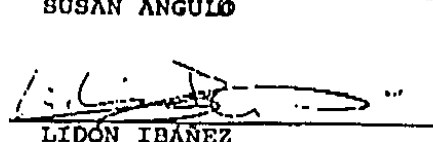
manner provided in 2 below, shall be returned to the Class D Member (whether or not a Class B Member at the time of such dissolution), unless it refuses to accept the conveyance (in whole or in part).

2. Remaining asset shall be distributed among the members, subject to the limitations set forth below, as tenants in common, each members share of the assets to be determined in accordance with its voting rights.

B. The Corporation may be dissolved upon a resolution to that effect being recommended by three-fourth (3/4) of the members of the Board, and, if such decree be necessary at the time of dissolution, after receipt of an appropriate decree as set forth in Florida Statutes Section 617.05 or statute of similar import, and approved by two-thirds (2/3) of the voting rights of the Corporation's members.

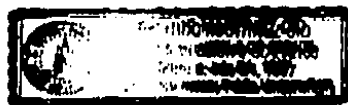
IN WITNESS WHEREOF, the said subscribers have hereto set their hands and seals this ___ day of February, 1996.

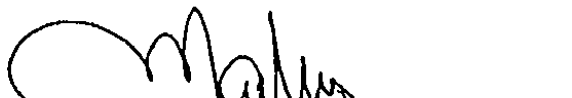

JAIME ANGULO

JOSE MAGAN


SUSAN ANGULO

LIDON IBANEZ

STATE OF FLORIDA)
)
COUNTY OF DADE) SS:

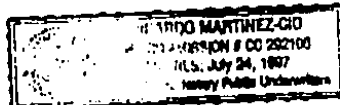
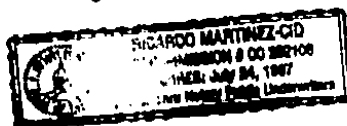
The foregoing instrument was acknowledged before me this ___ day of February, 1996, by JAIME ANGULO, SUSAN ANGULO, JOSE MAGAN, and LIDON IBANEZ, who either personally known to me, and did take an oath.




Notary Public
State of Florida at Large

My commission expires:

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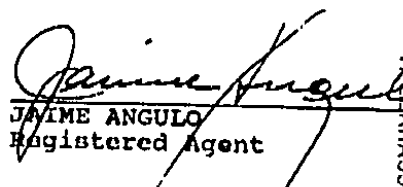
CERTIFICATE DESIGNATING THE ADDRESS AND
AN AGENT UPON WHOM PROCESS MAY BE SERVED

WITNESSETH:

That FESTIVAL DE CINE HISPANO INC., desiring to organize under the laws of the State of Florida, which will have its principal office in the State of Florida, County of Dade, has named JAIME ANGULO of 10700 S.W. 88 Court, Miami, Florida 33176, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT:

Having been named by the first Board of Directors of
FESTIVAL DE CINE HISPANO INC.
to accept service of process for the above-stated corporation, at the place designated in this Certificate, I hereby agree to act in the capacity of Registered Agent for said corporation, and agree to comply with the applicable provisions of the Florida Statutes this
__ day of February, 1996.


JAIME ANGULO
Registered Agent

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