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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
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NAME: CINE, INC.

AUDIT NUMBER.....H97000019336

DOC TYPE.....FLORIDA ^{NON}PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

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STATE OF FLORIDA
ARTICLES OF INCORPORATION
OF
CINE, INC.

The undersigned, acting as incorporators of a corporation pursuant to Chapter 617, Florida Statutes, adopt the following Articles of Incorporation:

ARTICLE I

The name of the corporation shall be CINE, INC.

ARTICLE II

The principal place of business and the mailing address of this corporation shall be 1350 East Sunrise Boulevard, Suite 100, Fort Lauderdale, FL 33304.

ARTICLE III

1. The purposes for which this corporation is organized are to receive and maintain real and/or personal property and subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable, religious, scientific, literary, or educational purposes either directly or by contributions to organizations that qualify as exempt organizations under Section 501 (c) (3) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist, or as they may hereafter be amended.

2. To ultimately promote and foster the advancement of cultural diversity through the cinema and other media art forms.

3. To act as a venue for regular screenings of culturally rich, experimental and/or independent films unavailable to the general public through contemporary markets.

4. To solicit funds and donations in kind and from time to time to further the purposes of this corporation.

Richard A. Jama^{car}
POLATSEK AND SCLAFANI
2455 E. Sunrise Blvd., Ste. 1216
Ft. Lauderdale, FL 33304
Telephone: (954)566-0377
Florida Bar #: 85499

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5. To acquire and receive by purchase, donation or otherwise, any property, real, personal or mixed, and to hold, use and dispose of the same.
6. To borrow money and to issue evidence of indebtedness in furtherance of any or all of the objects of its business, and to secure loans by mortgage, pledge, deed of trust or other lien.
7. To apply for, obtain and contract with any federal, state or local government or agency for a direct loan or loans or other financial aid in the form of grants or otherwise relating to the purpose of this corporation.
8. To engage in any activity, and to enter into, perform and carry out contracts of any kind necessary or in connection with, or incidental to the accomplishment of the purpose of this corporation.

ARTICLE IV

1. No part of the net earnings of this corporation shall inure to the benefit of, or be distributed to any Director or Officer of this corporation or any member of this corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting its purpose). 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, any political campaign on behalf of or in opposition to any candidate for public office.
2. Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1986, or comparable provisions of subsequent legislation, or shall be distributed to the federal government, or to a state or local government for public purpose. Any assets not so disposed shall be

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disposed of by a court of competent jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as said court shall determine, which are organized and operated exclusively for such purposes.

9. This corporation shall have such powers as are conferred upon it by Chapter 617 of the Laws of the State of Florida, and shall exercise those powers in the accomplishment of its purpose.

ARTICLE V

The manner of election or appointment of the Board of Directors shall be stated in the Constitution and/or Bylaws.

ARTICLE VI

The name and street address of the initial registered agent shall be:

Bob DeGross
CINE, INC.
1350 East Sunrise Boulevard, Suite 140
Fort Lauderdale, FL 33304

ARTICLE VI

The name and street address of the incorporators of these Articles of Incorporation shall be:

Bob DeGross
CINE, INC.
1350 East Sunrise Boulevard, Suite 140
Fort Lauderdale, FL 33304, and

Winston Bliss
CINE, INC.
1350 East Sunrise Boulevard, Suite 140
Fort Lauderdale, FL 33304.

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The undersigned incorporators have executed these Articles of
Incorporation this _____ day of November, 1997.

Bob DeGross
Bob DeGross, Incorporator

Winston Bliss
Winston Bliss, Incorporator

State of Florida :
County of Broward: ss.:

The foregoing instrument was acknowledged before me this
14th day of November, 1997 by Bob DeGROSS of CINE, INC.,. and
Winston Bliss of CINE, INC., who are personally known to me and who
did not take an oath.

Richard F. Moore
NOTARY PUBLIC



Richard F. Moore
My Commission CD386003
Expires Sep. 24, 2000

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

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TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

First, that CINE, INC., desiring to organize under the laws of the State of Florida with its principle office, as indicated in the Articles of Incorporation has named Bob DeGross located at CINE, INC., 1350 East Sunrise Boulevard, Suite 140, City of Fort Lauderdale, County of Broward, State of Florida, as its agent to accept service of process within this state.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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 RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.


Bob DeGross, Registered Agent

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