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LETTER OF TRANSMITTAL

December 5, 1999

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

400003092084--3
-01/07/00--01073--017
*****41.00 *****41.00

400003092084--3
-01/07/00--01073--018
*****31.00 *****31.00

Re: SURFCINEMA.COM, INC.

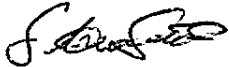
400003092084--3
-01/07/00--01073--019
*****19.50 *****7.75

Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation, together with my check in the amount of \$122.50.

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Very Truly Yours,



S. Andrew Soterakis
SurfCinema.Com, Inc.

MAILING ADDRESS FOR THE CORPORATION

8789 SW 214 LANE
MIAMI, FLORIDA 33189
PHONE 305-968-5287

FILED
2000 JAN -7 AM 11:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

A. Howell JAN 13 2000

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2000 JAN -7 AM 11:12

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

of

Surfcinema.com

The undersigned acting as the incorporators of a corporation under the Florida Business Corporation Act, adopt(s) the following articles of incorporation for such corporation:

ARTICLE I – CORPORATE NAME

The name of the corporation is:

SURFCINEMA.COM, INC.

ARTICLE II – DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III – PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the state of Florida.

ARTICLE IV – CAPITAL STOCK

The corporation is authorized to issue 4000 shares of common stock, par value \$1.00 per share.

ARTICLE V – PRINCIPAL OFFICE

The street address of the initial principal office and the mailing address is:

8789 SW 214 LANE
MIAMI, FLORIDA 33189

ARTICLE VI – INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office and the name of the initial registered agent at the office is:

S. ANDREW SOTERAKIS
8789 SW 214 LANE
MIAMI, FLORIDA 33189

ARTICLE VII – INITIAL BOARD OF DIRECTORS

The corporation shall have four (4) directors initially. The number of directors may either be increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the corporation are as follows:

FELIPE PAZOS
1349 N. BISCAYNE PT. ROAD
MIAMI BEACH, FLORIDA 33141

ALFREDO B. SANCHEZ
324 MENDOZA AVENUE #8
CORAL GABLES, FLORIDA 33134

LEE SMITH
8461 SW 27TH PLACE
DAVIE, FL 33328

S. ANDREW SOTERAKIS
8789 SW 214 LANE
MIAMI, FLORIDA 33189

ARTICLE VIII – INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:





FELIPE PAZOS
1349 N. BISCAYNE PT. ROAD
MIAMI BEACH, FLORIDA 33141

ALFREDO B. SANCHEZ
324 MENDOZA AVENUE #8
CORAL GABLES, FLORIDA 33134

LEE SMITH
8461 SW 27TH PLACE
DAVIE, FL 33328

S. ANDREW SOTERAKIS
8789 SW 214 LANE
MIAMI, FLORIDA 33189

The undersigned incorporator(s) have executed these Articles of Incorporation this 5th day of December, 1999.

	4 DEC 1999	(Signature)
	12/4/99	(Signature)
	12/7/99	(Signature)
	12/18/99	(Signature)

FILED

2000 JAN -7 AM 11:12

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

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SURFCINEMA.COM, INC.

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:
The above corporation, organized under the laws of the State of Florida with its
registered office as indicated in the Articles of Incorporation at

8789 SW 214 LANE
MIAMI, FLORIDA 33189

Has named S. ANDREW SOTERAKIS located at the aforesaid, as its registered 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 and accept the obligations of my position as
registered agent.


(Signature)

4 Dec 1999
(Date)