

P00000009852

KORTA & COMPANY

14502 North Dale Mabry Highway, Suite 200 • Tampa, Florida 33618
Phone 813-269-8075 • Fax 813-269-7882
korta@mindspring.com

January 19, 2000

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

EFFECTIVE DATE
1-15-00

300003108313--9
-01/24/00--01104--018
*****70.00 *****70.00

Subject: San Miguel Studio, Inc.

Dear Sir or Madam:

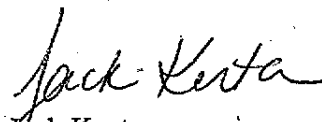
Enclosed for filing please find the original and one copy of the Articles of Incorporation for the above mentioned corporation and a check in the amount of \$70.00 for the filing fee.

Please return a copy of the filed Articles to the address below:

Korta & Company
14502 North Dale Mabry Highway
Suite 200
Tampa, FL 33618

If you have any questions, please do not hesitate to call.

Sincerely,


Jack Korta

JK/ak
Enclosures(3)

FILED
2000 JAN 24 PM 3:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

2000 JAN 24 PM 3:10

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
San Miguel Studio, Inc.**

EFFECTIVE DATE
1-15-00

ARTICLE I - NAME

The name of this Corporation shall be:
San Miguel Studio, Inc.

ARTICLE II - DURATION

This Corporation shall have perpetual existence commencing
on 01/15/00

ARTICLE III - PURPOSE

This Corporation is organized for the purpose of transacting
any and all lawful business.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue Two Hundred (200)
shares of \$1.00 Par Value Stock.

ARTICLE V - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power
for the election of Directors and for all other purposes shall be
vested exclusively in the holders of the outstanding common shares.

ARTICLE VI - PREEMPTIVE RIGHTS

Every shareholder, upon the sale of any new stock of this
Corporation of the same kind, class or series as that which is
already held, shall have the right to purchase his pro rate share
thereof (as nearly as may be done without assurance of fractional
shares) at the price at which it is offered to others.

ARTICLE VII - INITIAL REGISTERED OFFICE & AGENT

The street address of the initial Registered Agent of this Corporation is
David A. Dietz, 4800 S. Westshore Blvd., No. 516, Tampa, FL 33611
and the principal place of business and mailing address of this Corporation is
4800 S. Westshore Blvd., No. 516, Tampa, FL 33611
and the name of the initial Registered Agent of this Corporation
is David A. Dietz.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This Corporation shall have one Director 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. The name and address of the initial Director of this Corporation is as follows:

David A. Dietz
4800 S. Westshore Blvd., No. 516
Tampa, FL 33611

The name and address of the person signing these Articles are:

David A. Dietz
4800 S. Westshore Blvd., No. 516
Tampa, FL 33611

ARTICLE IX - AMENDMENT

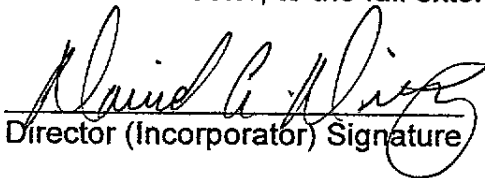
This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the Shareholders is subject to this reservation.

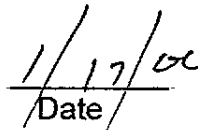
ARTICLE X - BY-LAWS

The power to adopt, alter, amend or repeal By-laws shall be vested in the Board of Directors and the Shareholders.

ARTICLE XI - INDEMNIFICATION

The Corporation shall indemnify any Officer or Director or any former Officer or Director, to the full extent by law.


Director (Incorporator) Signature


Date

FILED

2000 JAN 24 PM 3:10

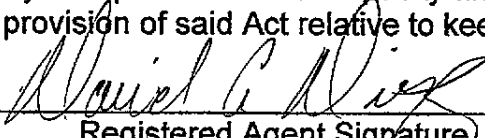
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091 of the Florida Statutes, the following is submitted in compliance with said Act:

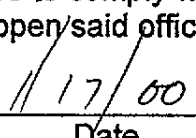
First: San Miguel Studio, Inc.
desiring to organize under the laws of the State of Florida, with its registered office as indicated in the Articles of Incorporation in the City of Tampa, County of Hillsborough, State of Florida, has named
David A. Dietz, whose business office is located at
4800 S. Westshore Blvd., No. 516, Tampa, FL 33611, as its
Registered Agent to accept service of
process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated Corporation at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provision of said Act relative to keeping open/said office.



Registered Agent Signature



Date