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January 25, 2000

FLORIDA DEPARTMENT OF STATE  
Corporate Division  
Florida Department of State  
P. O. Box 6327  
Tallahassee, Florida 32314

100003112891--0  
-01/27/00-01065-009  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Re: RARE PRODUCTIONS, INC.

To Whom It May Concern:

Enclosed please find the following re the abovementioned corporation:

1. Original and one copy, fully executed, of the Articles of Incorporation of this new proposed corporation.
2. A check in the sum of \$78.75 for a certified copy of the "Articles".
3. I would like the corporate existence to commence as of the date you receive the Articles.

FILED  
00 JAN 27 AM 10:49  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

Kindly return a certified copy of the Articles of Incorporation to me at the earliest time.

If any problem, **PLEASE CALL ME BY PHONE**, collect, rather than sending the papers back to me for resubmission.

Very truly yours,

Kenneth N. ReKant, P.A.  
KNR:sr

PLEASE RETURN ALL PAPERS  
DIRECTLY TO NEW CORPORATION  
c/o Richard Lugo, SR.  
3064 WEST 68 PLACE  
HIALEAH GARDENS, FL 33018  
K. ReKant  
2-2  
WC

**ARTICLES OF INCORPORATION**  
**OF**  
**RARE PRODUCTIONS, INC.**

FILED  
00 JAN 27 AM 10:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I, the undersigned, in order to form a corporation under and pursuant to the provisions of the Laws of Florida for the purposes set forth below, hereby subscribed to these Articles of Incorporation.

**ARTICLE I**  
**NAME OF CORPORATION**

The name of the corporation is **RARE PRODUCTIONS, INC.**

**ARTICLE II**  
**CORPORATE PURPOSE**

The purposes and general nature of the business to be conducted and transacted by the corporation are as follows:

- A. To do and transact any and all business permitted under the laws of Florida and the United States of America.
- B. To purchase for investment and resale, and to traffic in land, property, houses and buildings and other property of any nature. To create, sell, and deal in freehold and leasehold ground rents. To make advances upon the security of land or houses or other property. To deal in any manner with real and personal property.
- C. To draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange, and other negotiable instruments, including bonds, debentures, or other obligations of this corporation, whether secured by mortgage pledge, or otherwise, or unsecured, for money borrowed, or in payment for property purchased or acquired, or for other lawful objects.
- D. To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of the shares of capital stock, or any bonds, securities, or other evidences of indebtedness, created by any corporation and while owner of such stock or evidences of indebtedness, to exercise all of the rights, powers and privileges of ownership, including the right to vote according to the rights of said instruments and agreements.
- E. To purchase, hold, sell and transfer shares of its own capital stock; subject, however, to such limitations as may be provided by law; and provided further, that shares of its own capital stock owned by the corporation shall not be voted upon directly or indirectly nor counted as outstanding for the purpose of stockholders quorum or vote.
- F. More specifically the corporation may engage in all aspects of the entertainment business.

**ARTICLE III**  
**AUTHORIZED STOCK**

The total amount of the authorized capital stock of this corporation shall be seven hundred fifty (750) shares of common voting stock with nominal or par value of Five (\$5.00) dollars per share.

**ARTICLE IV**  
**RIGHT TO BUY NEW STOCK**

Every shareholder upon sale of new stock of this corporation of the same kind, class or series as that which he already holds, has the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE V**  
**PERPETUAL EXISTENCE**

This corporation shall have perpetual existence. It shall become active as of the date these Articles of Incorporation are received by the Secretary Of State for filing.

**ARTICLE VI**  
**CORPORATE ADDRESS**

The initial post office address of the corporation shall be 3064 West 68th Place, Hialeah Gardens, Florida 33018. The shareholders may, from time to time, designate in writing such other post office address and place for the registered office of his corporation as they may see fit. The place of business of this corporation shall be 3064 West 68th Place, Hialeah Gardens, Florida 33018. The Registered Agent of this corporation is stated hereinafter.

**ARTICLE VII**  
**MANAGEMENT OF CORPORATION**

The business of shall be managed by its shareholders rather than a board of directors. In the management of the business, the act of the shareholders representing Seventy Five (75%) percent of the outstanding shares of the corporation entitled to vote represented in person or by proxy shall be the act of the shareholders. Each shareholder shall be entitled to one vote in person, or by proxy, for each share of the corporation entitled to vote, represented in person or by proxy. Same shall be recognized and counted as part of the voting shares toward constituting a quorum at any meeting of shareholders for the management of the business of the corporation. The shareholders may conduct the business of the corporation without meetings by unanimous written consent pursuant to applicable Florida statutes.

**ARTICLE VIII**  
**SUBSCRIBERS**

The name and post office address of the subscriber of these Articles, and a statement of the number of shares of stock which the subscriber has agreed to purchase, is set out below. (The number of shares also shows percentage of ownership.)

<b><u>NAME OF SUBSCRIBER</u></b>	<b><u>ADDRESS OF SUBSCRIBER</u></b>	<b><u>SHARES</u></b>
Richard J. Lugo, Sr.	3064 West 68th Place Hialeah Gardens, FL 33018	One Hundred [100]

**ARTICLE IX**  
**OFFICERS**

The officers of this corporation shall be a president, one or more vice presidents, a secretary, a treasurer and such officers, agents and factors. They shall be chosen in such manner, hold their offices for such terms and have such powers and duties as may be prescribed by the By-Laws or determined by the shareholders.

**ARTICLE X**  
**AMENDMENT TO ARTICLES**

This corporation reserves the right to amend or repeal any provisions in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation. The power to adopt, alter, amend or repeal By-Laws is vested in the shareholders.

**ARTICLE XI**  
**SALE OF STOCK TO NON-SUBSCRIBERS**

The shares of capital stock of this corporation may not be resold or otherwise transferred unless such shares are first offered to the remaining shareholders. The price and terms at which such offer shall encompass shall be specified by written agreement among the shareholders in a Stockholders Agreement.

**ARTICLE XII**  
**APPROVAL OF MERGER**

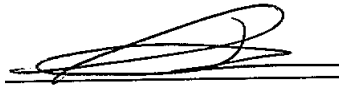
The approval of the shareholders of to any plan of merger is required in every case, whether or not such approval is required by law. Said approval must be in writing and confirmed by at least 50% of the voting shares.

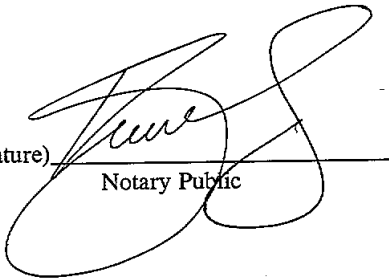
**ARTICLE XIII**

**CORPORATE POWERS**

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act, except this corporation shall not have the power to be a promoter, incorporator, partner member, associate or manager of any corporation, partnership, joint venture, trust or other enterprise, unless the consent of at least 50% of the outstanding shares of this corporation agree otherwise.

IN WITNESS WHEREOF, the undersigned subscribing incorporator has set subscriber's hand and seal on the 26 day of January, 2000, for the purpose of forming this corporation under the laws of the State of Florida, and subscriber's hereby makes and files in the office of the Secretary of State of Florida these Articles of Incorporation and certifies that the facts herein are true.

  
Richard J. Lugo, Sr., Subscriber

(Signature)   
Notary Public

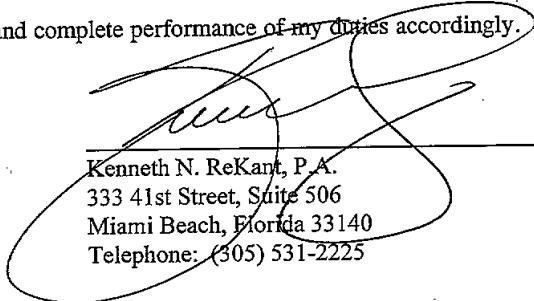
My Florida Notary Commission Expires:



**REGISTERED AGENT ACCEPTANCE**

As the registered agent chosen to accept service of process for the abovementioned corporation at the address set out below, I hereby accept to so act in this capacity and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties accordingly.

Dated on January 24, 2000.

  
Kenneth N. ReKant, P.A.  
333 41st Street, Suite 506  
Miami Beach, Florida 33140  
Telephone: (305) 531-2225

This instrument was prepared by Kenneth N. ReKant, P.A.  
333 41st Street, Suite 506, Miami Beach, FL 33140 [Tel: (305) 531-2225]