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ACCOUNT NO. : 072100000032

REFERENCE: 602093 157603A

AUTHORIZATION :

COST LIMIT :

ORDER DATE : February 25, 2000

ORDER TIME : 3:51 PM

ORDER NO. : 602093-005

300003148963

CUSTOMER NO: 157603A

CUSTOMER: William O'dowd, Esq

WILLIAM H. O'DOWD IV, ESQ. WILLIAM H. O'DOWD IV, ESQ.

Suite 1245

1717 North Bay Shore Drive

Miami, FL 33132

DOMESTIC FILING

NAME:

DOLPHIN FILMS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION \_\_\_\_ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

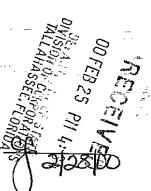
XX CERTIFIED COPY

\_ PLAIN STAMPED COPY

CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Erika Carlson

EXAMINER'S INITIALS:



#### FILED SECRETARY OF STATE DIVIDION OF CORPORATIONS

00 FEB 25 PM 4: 52

#### ARTICLES OF INCORPORATION

OF

#### DOLPHIN FILMS, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

#### ARTICLE I. NAME

The name of the corporation shall be:

DOLPHIN FILMS, INC.

The address of the principal office of this corporation shall be 1717 North Bayshore Drive, Suite 1245, Miami, Florida 33132, and the mailing address of the corporation shall be the same.

# ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

#### ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having \$1.00 par value per share.

### ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

#### ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

## ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have two Directors, initially. The names and addresses of the initial members of the Board of Directors are: 1717 North Bayshore Drive, Suite 1245 William O'Dowd IV

Miami, Florida 33132 Dir.

1717 North Bayshore Drive, Suite 1245 David G. Morales Miami, Florida 33132 Dir.

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#### ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

The Company Corporation
1013 Centre Road
Wilmington, Delaware 19805

The undersigned incorporator has executed these Articles of Incorporation on February 25, 2000.

Its Agent, Laura R. Dumlar Incorporator

# ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

Its Agent, Laura R. Dunlap
Authorized Service Representative
Corporation Service Company

CLD/ebc