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Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
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FLORIDA PROFIT CORPORATION OR P.A.

la ragazza independent film maker, inc.

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ARTICLES OF INCORPORATION OF

LA RAGAZZA INDEPENDENT FILM MAKER, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms the corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

LA RAGAZZA INDEPENDENT FILM MAKER, INC.

The principal place of business of this corporation shall be:

7220 N.W. 36 STREET
SUITE 510
MIAMI, FLORIDA 33166

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 in any one time is 100 shares of common stock having \$1.00 per value per share, all of one class.

Prepared by:
Magda Montiel Davis, P.A.
2650 S.W. 27 Avenue, Ste. 304
Miami, Florida 33133
Attorney State License # 236901
(305) 446-1151

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ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 7220 N.W. 36 STREET, SUIT 510, MIAMI, FLORIDA 33166 and the name of the initial registered agent of the corporation at that address is : SALVADOR ROMERO ARREAZA

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. PREEMPTIVE RIGHTS

Every shareholder upon the sale for cash of any new stock of this corporation of the same kind, class, or series as that which he already holds, shall have the right to purchase his/her pro rata share thereof at the price at which it is offered to others.

ARTICLES VII. DIRECTORS

This corporation shall have a board of directors consisting of no less than one director. The initial Board of Directors shall be:

MARIELA IBARRA, PRESIDENT

VII. INCORPORATOR

The name and street address of the Incorporator of this corporation is: MARIELA IBARRA, 7220 N.W. 36 STREET, SUIT 510, MIAMI, FLORIDA 33166.

ARTICLE IX. AMENDMENTS

These Article of Incorporation may be amended in the manner provided by law.

ARTICLE X. MANAGEMENT BY SHAREHOLDERS

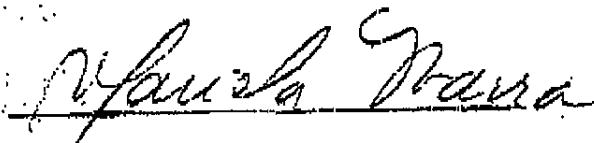
All corporate powers shall be exercised by or under the authority of and the business and affairs of this corporation shall be managed under the direction of the shareholders of this corporation. The power to adopt By-Laws is reserved to the shareholders and may take the form of

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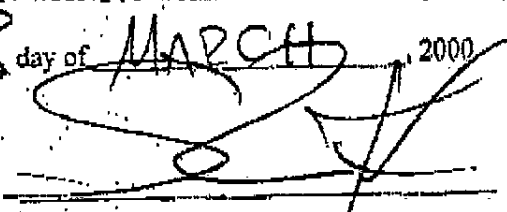
a shareholder agreement.

IN WITNESS WHEREOF, We, the undersigned subscribers have hereunto set our hands and seals this 8 day of March 2000 for the purpose of forming this Corporation under the laws of the State of Florida.


MARIELA IBARRA, PRESIDENT

ACCEPTANCE OF APPOINTMENT

The undersigned, designated registered agent in the foregoing Articles of Incorporation hereby accepts such appointment as registered agent, and states that he is familiar with and accepts the obligations provided for in Florida Statutes 607.0501.

IN WITNESS WHEREOF I have hereby set my hand and seal
this 8 day of MARCH, 2000


SALVADOR ROMERO ARREAZA
REGISTERED AGENT

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