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ACCOUNT NO. : 072100000032

REFERENCE : 630472 7208670

AUTHORIZATION : *Patricia Pigeto*

COST LIMIT : \$ 70

ORDER DATE : March 20, 2000

ORDER TIME : 10:29 AM

ORDER NO. : 630472-005

CUSTOMER NO: 7208670

500003178395--9

CUSTOMER: Mr. Willys Michel
MR. WILLYS G. MICHEL
MR. WILLYS G. MICHEL
941 N.e. 19th Avenue
Suite 207
Fort Lauderdale, FL 33304

DOMESTIC FILING

NAME: ALTERNATIVE MEDIA AND
FILMWORKS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christine Lillich

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 MAR 21 PM 3:00

RECEIVED
00 MAR 21 PM 3:23
DEPARTMENT OF REVENUE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

00 MAR 21 PM 3:00

ARTICLES OF INCORPORATION

OF

ALTERNATIVE MEDIA AND FILMWORKS, 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:

ALTERNATIVE MEDIA AND FILMWORKS, INC.

The address of the principal office of this corporation shall be 941 Northeast 19th Avenue, Suite 207, Fort Lauderdale, Florida 33304, 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 1,500 shares of common stock having no 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 one Director, initially. The name and address of the initial member of the Board of Directors is:

Willlys Michel	941 Northeast 19th Avenue, Suite 207
Dir.	Fort Lauderdale, Florida 33304

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

00 MAR 21 PM 3:00

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 March 21, 2000.

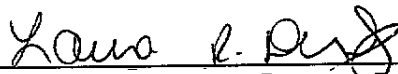


Its Agent, Laura R. Dunlap

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.

By:



Its Agent, Laura R. Dunlap

CRL