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May 8, 2000

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

800003257548--4
-05/18/00--01086--008
*****78.75 *****78.75

RE: DON FILM, INC./Articles of Incorporation

Dear Sir/Madam:

Enclosed herewith please find the original and one copy of the Articles of Incorporation for the above named proposed Florida Corporation. Also enclosed is my firm check in the amount of \$78.75, representing payment as follows:

- Filing Fee
- Certified Copy Fee
- Registered Agent Fee

Kindly file the enclosed Articles of Incorporation and thereafter return a certified copy of same to the office of the undersigned.

Your cooperation in this matter is greatly appreciated.

Very truly yours,

Lori A. Flaitz
Legal Assistant to Darrell R. Hill, Esquire

Enc.

FILED
2000 MAY 18 AM 10:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

reaction notice sent
on art # 5

ah 5/24

**ARTICLES OF INCORPORATION
OF**

DON FILM INC.

I. NAME

The name of this Corporation is: **DON FILM INC.**

II. DURATION

This Corporation shall have perpetual existence commencing on the filing of these Articles with the Secretary of State, State of Florida.

III. PURPOSE

This Corporation is organized for the purpose of transacting any or all lawful business permitted under the laws of the State of Florida.

IV. CAPITAL STOCK

This Corporation is authorized to issue ONE HUNDRED (100) shares of ONE (\$1.00) DOLLAR par value common stock.

V. REGISTERED OFFICE AND AGENT

The street address of the principal office of this Corporation is 205 East Joel Blvd., Lehigh Acres, Florida 33936. The name and address of the initial registered agent of this Corporation at the address is: Darrell R. Hill, Esquire, 222 Plaza Drive, Lehigh Acres, Florida 33936.

VI. INITIAL BOARD OF DIRECTORS

This Corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The name and address of the initial director of this Corporation is: Ricardo Gonzales, 205 East Joel Blvd., Lehigh Acres, Florida 33936.

VII. INCORPORATOR

The name and address of the persons signing these articles are: Ricardo Gonzales, 205 East Joel, Blvd., Lehigh Acres, Florida 33936.

VIII. AMENDMENT

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

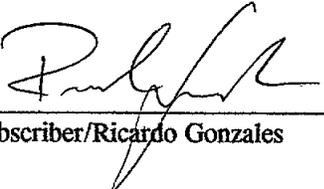
IN WITNESS WHEREOF, the undersigned subscribers executed these Articles of Incorporation on the 28 day of March, 2000.



Subscriber/Ricardo Gonzales

COUNTRY OF GERMANY

On this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, known to me to be the subscribers in the above Articles of Incorporation, and acknowledged before me that they have read the foregoing and that the same is true, and that they have executed same for the purposes therein mentioned.



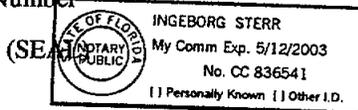
Subscriber/Ricardo Gonzales

SWORN TO AND SUBSCRIBED before me this 28 day of March
2000, by Richard Gonzalez and _____, who are
personally known to me.

Ingeborg Stern
Notary Public

Commission Number CC 836541

INGEBORG STERN (Name of Notary)



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 607.0501, Florida Statutes, the following is submitted,
in compliance with said Act:

That **DON FILM, INC.**, a Florida Corporation, desiring to organize under the laws
of the state of Florida, with its principal office, as indicated in the Articles of
Incorporation at 205 East Joel Blvd., Lehigh Acres, 33936, has named Darrell R. Hill,
Esquire, located at 222 Plaza Drive, Lehigh Acres, Florida 33936 as its 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 provisions of said Act relative to keeping open
said office.

BY: [Signature]

Agent/Darrell R. Hill, Esquire