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May 12, 2000

Secretary of State of Florida
P. O. Box 6327
Tallahassee, Florida 32314

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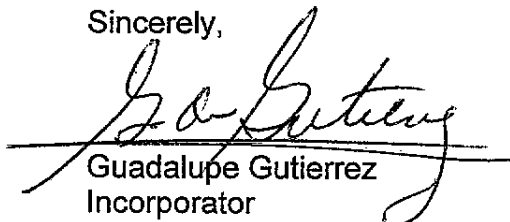
Re: Incorporation of **USA Productions FL., Corp.**

Dear Sir/Madam:

Attached please find an original document which contains the articles of incorporation for the above-referenced corporation.

Kindly register this corporation and return the certificate of incorporation to the attention of the undersigned at the above-address. Also, please feel free to contact us in the event of any questions.

Sincerely,


Guadalupe Gutierrez
Incorporator

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00 MAY 22 AM 10:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
USA PRODUCTIONS FL., CORP.**

a Florida Corporation

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation act, adopts the following Articles of Incorporation for such corporation:

Article 1 - Name

The name of this corporation is USA PRODUCTIONS FL., CORP.

Article 2 - Mailing Address and Principal Office

The principal office address of this Corporation shall be:

304 Racquet Club Rd.
Weston, Fl. 33326

The principal mailing address of this Corporation shall be:

304 Racquet Club Road
Weston, Florida 33326

Article 3 - Duration

The period of its duration is perpetual.

Article 4 - Purpose

The purpose is to engage in the production business, as well as any and all lawful activities.

Article 5 - Capital Stock

The corporate capital shall be \$10,000.00 divided into 10,000 shares of \$1.00 each.

Article 6 - Initial Registered Office and Agent

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TALLAHASSEE, FLORIDA

The name and address of the initial registered agent of the corporation is Fernando Basso and the initial registered office of this corporation is 304 Racquet Club Rd., Weston, Florida 33326.

Article 7 - Initial Board of Directors

The initial Board of Directors shall consist of seven members. The initial directors are as follows:

Fernando Basso	President
Irma Bellorin	Secretary
Arnaldo Vitola	Director
Leonor Montenegro	Director
Juan Manuel Fernandez	Director
Juan Romero	Director
Marta Tecco	Director

Article 8 - By-Laws

The corporation may adopt its by-laws at such time as determined by the Board of Directors.

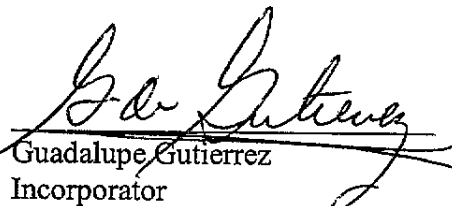
Article 8 - Indemnification

The corporation may indemnify its officers and directors for any acts whatsoever.

Article 10 - Amendment to Articles

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation, this 12th day of the month of May, 2000.


Guadalupe Gutierrez
Incorporator
9260 Sunset Drive, Ste. 205
Miami, Fla. 33173

Certificate of Registered Agent

of

USA PRODUCTIONS FL., CORP.

a Florida Corporation

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Chapter 607 of the Florida Statutes, the following is submitted in compliance with the Act:

That USA PRODUCTIONS FL., CORP. is desiring to organize under the laws of the State of Florida with principal office, as indicated in the Articles of Incorporation at the City of Weston, County of Broward, State of Florida, has named Fernando Basso, 304 Racquet Club Rd., Weston, Fl. 33326 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, the undersigned hereby agrees to act in this capacity and agrees to comply with the provisions of said Act relative to keeping open said office.

Dated this 12th day of May, 2000.



Fernando Basso