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8500 S.W. 8 STREET, SUITE 204
MIAMI, FLORIDA 33144, U.S.A.

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00 JUL -3 PM 1:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

June 27, 2000

Florida Department of State
Secretary of State
Division of Corporations
409 East Gains Street
Tallahassee, FL 32399

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****157.50 *****78.75

To Whom It May Concern:

Enclosed please finds the following documents:

1. Original Articles of Corporation for PAZ & ASSOCIATES *of South Florida, Inc.*
2. Original Articles of Corporation for CREATIVE FILMS, INC.
3. Check #2056 on the amount of \$157.50, as appropriate fee.

If you have any question, please do not hesitate to call us at (305) 261-8000.

Truly yours,

CREDIT FIX

ENCLOSURES

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
of
PAZ & ASSOCIATES OF SOUTH FLORIDA, INC.

The undersigned person, acting as incorporator of a corporation organized under the laws of Florida, hereby adopt the following Articles of Incorporation:

ARTICLE I
CORPORATE NAME

The name of this corporation is: **PAZ & ASSOCIATES OF SOUTH FLORIDA, INC.**

ARTICLE II
SHARES

The total number of shares which the corporation shall have authority to issue is 1000, shares of par value With a par value of \$ 1.00 per share.

ARTICLE III
REGISTERED OFFICE AND AGENT

The street address of the corporation's initial registered office and the name of its initial registered agent at such addresses is:

MANUEL M PAZ
13372 SW 108 ST CIR
MIAMI DADE COUNTY
MIAMI, FL 33186
THE PRINCIPAL ADDRESS IS THE SAME.

ARTICLE IV
PURPOSE

The purpose of the corporation is to engage in any lawful activity permitted by the laws of this state.

**ARTICLE V
DIRECTORS**

The names and residence addresses of the persons constituting the initial board of directors are:

MANUEL M. PAZ
13372 SW 108th Street Circle
Miami-Dade County
Miami, FL 33186

MARIA LILIAN ESTRADA
13372 SW 108th Street Circle
Miami-Dade County
Miami, FL 33186

After the initial board of directors, the board shall consist of such number of directors as shall be determined by the shareholders from time to time at each annual meeting at which directors are to be elected.

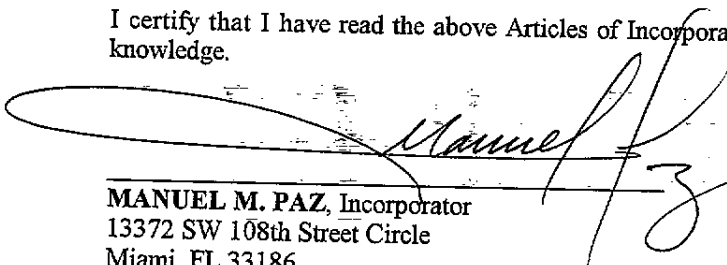
**ARTICLE VI
LIABILITY OF DIRECTORS**

To the fullest extent permitted by law, no director of this corporation shall be personally liable to the corporation or its shareholders for monetary damages for breach of any duty owed to the corporation or its shareholders, except that a director may be held personally liable for (i) breaches of the duty of loyalty, (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) declaration of unlawful dividends or unlawful stock repurchases or redemptions, or (iv) a transaction from which the director derives an improper personal benefit.

Any director or officer who is involved in litigation or other proceeding by reason of his or her position as a director or officer of this corporation shall be indemnified and held harmless by the corporation to the fullest extent permitted by law.

CERTIFICATION

I certify that I have read the above Articles of Incorporation and that they are true and correct to the best of my knowledge.


MANUEL M. PAZ, Incorporator
13372 SW 108th Street Circle
Miami, FL 33186

ACCEPTANCE OF REGISTER AGENT

The undersigned hereby accepts appointment as initial register agent of the above Corporation.


MANUEL M. PAZ

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