

Division of Corporations

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700000066558**Florida Department of State**

Division of Corporations

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Katherine Harris, Secretary of State

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To:

Division of Corporations
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From:

Account Name : STROOCK & STROOCK & LAVAN
Account Number : 072100000020
Phone : (305) 358-9900
Fax Number : (305) 789-9302

FLORIDA PROFIT CORPORATION OR P.A.**CLOSE LOOK ENTERTAINMENT ; INC**

Certificate of Status	1
Certified Copy	0
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**ARTICLES OF INCORPORATION
OF
CLOSE LOOK ENTERTAINMENT, Inc.**

ARTICLE I. CORPORATE NAME.

The name of this corporation is Close Look Entertainment, Inc.

ARTICLE II. PRINCIPAL OFFICE.

The principal place of business and mailing address of this corporation are 15620 NE 4th Court, Miami, FL 33163.

ARTICLE III. CAPITAL STOCK.

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000.

ARTICLE IV. INITIAL REGISTERED AGENT AND OFFICE.

The name and address of the initial registered agent are Alix Montes, 775 NE 79th Street Causeway, Suite A, Miami, FL 33138.

Anthony C. Box
200 South Biscayne, Suite 3300
Miami, Florida 33131
305-358-9900

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ARTICLE V. INCORPORATORS.

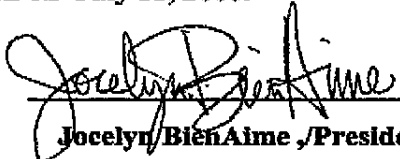
The name and street address of the incorporator to these articles of incorporation are
Jocelyn BienAime 15620 NE 4th Court, Miami, FL 33163

ARTICLE VI. OFFICERS

The names and addresses of the initial officers are:

President/Secretary/ Treasurer : Jocelyn BienAime 15620 NE 4th Court, Miami, FL 33163

The undersigned has executed these articles of incorporation on July 11, 2000.


Jocelyn BienAime, /President

Anthony C. Box
200 South Biscayne, Suite 3300
Miami, Florida 33131
305-358-9900

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned Corporation
Organized under the laws of the state of Florida, submits the following statement in designating
the registered agent, in the state of Florida.

The name of the corporation is: Close Look Entertainment, Inc.

The Name of the Registered Agent and office is : Alix Montes, 775 NE 79th Street Suite A,
Miami, FL 33138.

Having been named as registered agent and to accept service of process for the above stated
corporation at the place designated in this certificate. I hereby accept the appointment as
registered agent and agree to act in this capacity. I further agree to comply with the provisions of
all statutes relating to the proper and complete performance of my duties, and I am familiar with
and accept the obligations of my position as registered agent.

Alix Montes On 7-11-00

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