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Florida Department of State
Division of Corporations
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To: Division of Corporations
Fax Number : (850) 922-4001

From: Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 541-3694
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

FLICKS & STUFF, INC.

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$78.75

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ARTICLES OF INCORPORATION

OF
FLICKS & STUFF, INC.

We the undersigned incorporate for the purpose of becoming a Corporation under the laws of the State of Florida, providing for the formation, rights,--- privileges, immunities and liabilities of incorporation for profit and subject to the following provisions.

ARTICLE I

The name of the Corporation shall be: FLICKS & STUFF, INC.

ARTICLE II

This Corporation shall have perpetual existence.

ARTICLE III

This Corporation is organized with the purpose to engage in the transaction of distribution of video films and graphics designs as well as others related matters and all other lawfull activities of business permitted under the laws of the --- State of Florida and of the United States of America.

ARTICLE IV

The aggregate maximum number of shares which this Corporation shall have authority to issue and have outstanding at anyone time is: Five Hundred at One Dollar each.

ARTICLE V

This Corporation shall begin business with no less than Five Hundred Dollars, (\$500.00).

ARTICLE VI

The post office address of the principal office of this Corporation shall be: 6200 S.W. 34 Street, Miami, Florida 33155.

ARTICLE VII

The name and address of the initial Registered Office of this Corporation in the State of Florida is: Anabel Gracia, 6200 S.W. 34 Street, Miami, Fla. 33155.

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ARTICLE VIII

The business of the Corporation shall be managed by a Board of Directors and the number of Directors, no less than one, no more than five and shall be fixed by resolution of the stockholders at regular or special meetings, - subject to the manner of holding such meetings prescribed by the By-Laws.

ARTICLE IX

The name and post office address of the members of the Board of Directors who shall serve as members thereof, are as follows:

NAME	OFFICE	ADDRESS
Anabel Gracia	President	6200 S.W. 34 Street Miami, Florida 33155
Alejandro Alvarez	Secretary	6200 S.W. 34 Street Miami, Florida 33155

ARTICLE X

Distribution to incorporators is as follows:

Anabel Gracia	250 Shares	\$ 250.00 Value
Alejandro Alvarez	250 Shares	\$ 250.00 Value

ARTICLE XI

Each stockholder before offering to sell or otherwise dispose of the stock of this Corporation, owned by him, first offer such stock to the remaining stockholders of this Corporation and obtaining their refusal to purchase -- same, proceed to sell at the Fair Market Value thereof.

ARTICLE XII

Amendments to the Articles of Incorporation, Merger, Consolidations or Dissolution, shall be approved and submitted to the Stockholders for -- Approval 100 % of all votes will be necessary and thirty days notice, shall be provided.

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ARTICLE XIII

This Corporation shall have full power to carry on and transact each or all business enumerated in Article III of this Articles of Incorporation. Shall have all the general and additional powers now conferred upon it by the laws and the By-Laws.

In Witness thereof, we the undersigned, have made subscribed and acknowledged these Articles of Incorporation, on this 22nd Day of August 2000.

Anabel Gracia
Anabel Gracia - Incorporator
Alejandro Alvarez
Alejandro Alvarez - Incorporator

STATE OF FLORIDA)
COUNTY OF MIAMI-DADE)

Before me, the undersigned authority duly authorized to administer oath and take acknowledgment, personally appeared :

ANABEL GRACIA

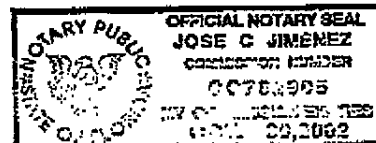
ALEJANDRO ALVAREZ

who after first being duly sworn, executed the foregoing ARTICLES OF INCORPORATION, freely and voluntarily for the purpose therein expressed .

IN WITNESS THEREOF, I have hereunto set my hand and official seal, at Miami, said County and State, this 22nd Day of August 2000.

Prepared By: Jose C. Jimenez, B.B.A. (Accountant & Notary Public)
454 N.W. 22nd Avenue, Suite 209, Miami, Florida 33125, Tel. 541-4714

Jose C. Jimenez
CERTIFICATE OF DESIGNATION
REGISTERED AGENT - REGISTERED OFFICE



Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the Registered

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Office/Registered Agent in the State of Florida.

The name of the Corporation is FLICKS & STUFF, INC.


The name and address of the Registered Agent and office is ANABEL GRACIA
6200 S.W. 34th STREET, MIAMI, FLORIDA 33155.


Corporate Officer

Title: Secretary

Date: August 22nd 2000.

Having been named to accept service of process for the above stated --
Corporation, at the place designated in this certificate, I hereby agree to
act in this capacity , and further agree, to comply with the provisions of
all statutes relative to the proper and complete performance of my duties
and accept the duties and obligations of Section 607.325, Florida Statutes.


Anabel Gracia, Registered Agent,
accepting office.

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