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LAW & BUSINESS CENTER
STIRLING PLAZA
6702 STIRLING RD.
HOLLYWOOD, FL 33024
(954) 894-8904 / Fax (954) 894-8903

October 23, 2000

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

Re: B & T Video Productions, Inc.

800003441318--9
-10/26/00--01114--017
*****78.75 *****78.75

Dear Sirs:

Enclosed please find two original Articles of Incorporation and two original Certificates of designation of Registered Agent.

Kindly file and forward a filed copy to Law & Business Center, 6702 Stirling Rd., Hollywood, FL 33024.

I am enclosing a money order in the amount of \$78.75 to cover your fee.

Truly yours,


Jose F. Carreto

Enclosures
JFC/mr

FILED
00 OCT 26 PM 1:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

/ T. Burch OCT 27 2000

ARTICLES OF INCORPORATION

The undersigned, acting as incorporator(s), for the purpose of forming of a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation:

ARTICLE I NAME

The name of the Corporation shall be:

B & T Video Productions, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

*6150 SW 37th Street, Suite #15
Davie, FL 33314*

ARTICLE III SHARES

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

1000 shares no par value

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TALLAHASSEE, FLORIDA

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

*Binoy Philip
6150 SW 37th Street, Suite #15
Davie, Fl 33314*

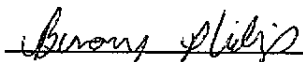
ARTICLE V INCORPORATORS

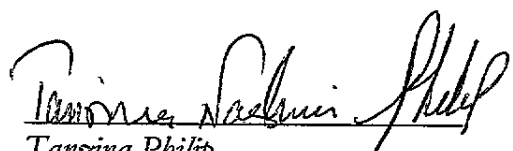
The name and address (es) of the incorporator(s) to these Articles of Incorporation are:

*Binoy Philip
6150 SW 37th Street, Suite #15
Davie, Fl 33314*

*Tanzina Philip
6150 SW 37th Street, Suite #15
Davie, Fl 33314*

The undersigned incorporator(s) has (have) executed these Articles of Incorporation this 23rd day of October, 2000.


Binoy Philip


Tanzina Philip

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT

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 OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

The name of the Corporation is:

B & T Video Productions, Inc.

The name and address of the registered agent and office is:

*Binoy Philip
6150 SW 37th Street, Suite #15
Davie, FL 33314*

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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.

Binoy Philip
Binoy Philip

Date: 10-23-00