

P 000000110491

LAW OFFICES OF
JOSEPH B. RYAN III, P.A.
133 SEVILLA AVENUE
CORAL GABLES, FLORIDA 33134-6006
TELEPHONE (305) 444-4949

JOSEPH B. RYAN III*
*ALSO ADMITTED IN CALIFORNIA

TELECOPIER (305) 444-2289
E-MAIL: BERISIMUS@AOL.COM

November 21, 2000

FILED
00 NOV 27 AM 10:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

300003476873--C
-11/28/00--01025--011
*****78.75 *****78.75

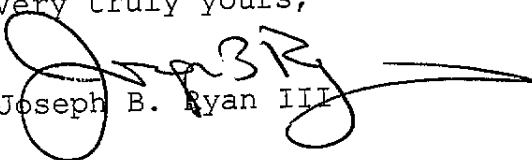
Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Re: Prisma Films, Inc.

Enclosed is an original and one copy of the Articles of Incorporation and a Designation and Acceptance of Registered Agent for the above referenced Florida corporation.

Please forward a certified copy of the Articles of Incorporation to the undersigned. A check in the amount of \$78.75 is enclosed.

Very truly yours,


Joseph B. Ryan III

encl.

**ARTICLES OF INCORPORATION
OF
PRISMA FILMS, INC.**

FILED
00 NOV 27 AM 10:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I
Name

The name of the corporation is PRISMA FILMS, INC.

ARTICLE II
Duration

This corporation shall have a perpetual existence, unless dissolved according to law, commencing on the day these Articles are filed with the Florida Secretary of State.

ARTICLE III
Purpose

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV
Capital Stock

This corporation is authorized to issue ONE HUNDRED (100) shares of ONE AND NO/100 DOLLARS (\$1.00) par value common stock, which shall be designated "Common Shares."

ARTICLE V
Principal Office

The street address of the principal office of this corporation is: 111 S.W. 6th Street, Fort Lauderdale, Florida 33301.

ARTICLE VI

Registered Office and Agent

The street address of the registered office of this corporation is: 133 Sevilla Avenue, Coral Gables, Florida 33134-6006, and the name of the initial registered agent of this corporation at that address is: Joseph B. Ryan III.

ARTICLE VII

Board of Directors

The business of the Corporation shall be managed by a Board of Directors consisting of not fewer than one (1) person, the exact number to be determined from time to time in accordance with the By-laws.

The name and address of the first Board of Directors who shall serve until the first annual meeting of the shareholders or until their successors are duly elected and qualified shall be:

Lucas Peon - Tucuman 38, Piso 6 (5000), Cordoba, Argentina

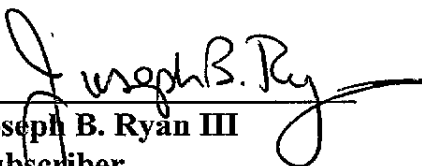
Gabriel Acosta - Tucuman 38, Piso 6 (5000), Cordoba, Argentina

ARTICLE VIII

Incorporator

The name and address of the person signing these Articles is: Joseph B. Ryan III, 133 Sevilla Ave., Coral Gables, FL 33134-6006.

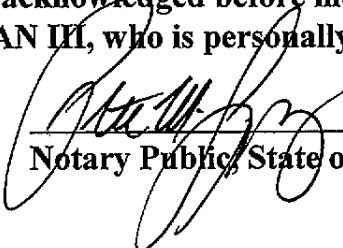
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on this 21st day of November, 2000.



Joseph B. Ryan III
Subscriber

STATE OF FLORIDA:)
) SS:
COUNTY OF MIAMI-DADE:)

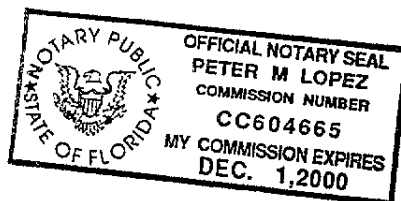
The foregoing instrument was acknowledged before me this 21st day of November, 2000, by JOSEPH B. RYAN III, who is personally known to me.



Notary Public, State of Florida

Type/Print/or Stamp Name of Notary

My Commission Expires:



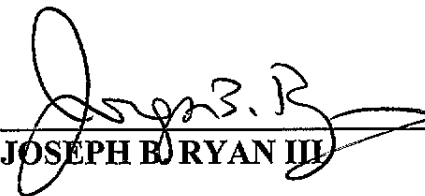
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED**

PRISMA FILMS, INC.

**In pursuance of the Florida Statutes, the following is submitted, in compliance
with said Act:**

**First - that PRISMA FILMS, INC. desiring to organize under the laws of the
State of Florida with its principal office at: 111 S.W. 6th Street, Fort Lauderdale,
Florida 33301, has named Joseph B. Ryan III, located at 133 Sevilla Ave., Coral
Gables, FL 33134-6006, as its agent to accept service of process within this state.**

**Second - that having been named to accept service of process for the above
stated corporation, at the place designated in this certificate, I hereby accept to act in
this capacity, and agree to comply with the provision of said Act relative to keeping
open said office.**


JOSEPH B RYAN III

FILED
00 NOV 27 AM 10:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA