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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 : CORPORATION SERVICE COMPANY
Account Number : I20000000195
Phone : (850) 521-1000
Fax Number : (850) 521-1030

SECRETARY OF STATE
TALLAHASSEE FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.**MILLENNIUM PICTURE GROUP, INC.**

Certificate of Status	0
Certified Copy	0
Page Count	04
Estimated Charge	\$70.00

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ARTICLES OF INCORPORATION
OF
MILLENNIUM PICTURE GROUP, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

MILLENNIUM PICTURE GROUP, INC.

The address of the principal office of this corporation shall be 317-71 Street, Miami Beach, Florida 33141, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 500 shares of common stock having \$1.00 par value per share.

SECRETARY OF STATE
TALLAHASSEE FLORIDA

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ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 317-71 Street, Miami Beach, Florida 33141, and the name of the initial registered agent of the corporation at that address is Donald Kahn, Esq.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. OFFICERS AND DIRECTORS

This corporation shall have one officer and one director, initially. The name and street address of the initial officer and director who shall hold office for the first year of the corporation, or until his successor is elected or appointed is:

Richard Folliquet
Dir./Pres./Sec./Treas.

1100 Bay Drive
Miami Beach, Florida 33141

ARTICLE VII. PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights.

ARTICLE VIII. SPECIAL PROVISION

It is the intent of the Incorporator that the corporation will qualify under section 1244 of the Internal Revenue Code and shall take all actions necessary to obtain and maintain its status as an S corporation.

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ARTICLE IX. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of Corporation Service Company has hereunto set their hand and seal of Corporation Service Company on January 17, 2001.

CORPORATION SERVICE COMPANY

By: 

Its Agent, Brian Courtney

jxm

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CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, 607.0502, FLORIDA
STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS
OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGN-
NATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF
FLORIDA.

1. The name of the corporation is:

MILLENNIVUM PICTURE GROUP INC.

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

DONALD KAHN, ESQ.

(Name)

317-71 STREET

(P.O. Box and acceptable)

MIAMI BEACH, FLORIDA 33141

(City/State/Zip)

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
my 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 correct perfor-
mance of my duties, and I am familiar with and accept the obligations of my position
as registered agent.

Donald Kahn
(Signature)

Jan 17, 2001

DIVISION OF CORPORATIONS, P. O. BOX 8527, TALLAHASSEE, FL

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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