

P01000071387

ON 3 PRODUCTION, INC.
150 Alhambra Circle, Suite 800
Coral Gables, Florida 33134

July 6, 2001

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

300004484269--9
-07/18/01--01045--008
*****78.75 *****78.75

Attn: New Filings

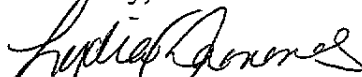
To whom it may concern:

Enclosed please find the required forms in order to file an Articles of Incorporation and a check for \$78.75. Once it has been approved, please forward back to me at

Lydia Chammas
ON 3 PRODUCTION, INC.
3600 Northwest 12th Street
Miami, Florida 33125

I thank you in advance for your cooperation on this matter.

Sincerely,


Lydia Chammas

FILED
2001 JUL 18 AM 9:05
SECRETARY OF STATE
TALLAHASSEE FLORIDA

enc.



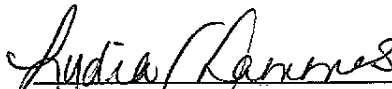
**ARTICLES OF INCORPORATION
OF
ON 3 PRODUCTION, INC.**

FILED

2001 JUL 18 AM 9:05

SECRETARY OF STATE
TALLAHASSEE FLORIDA

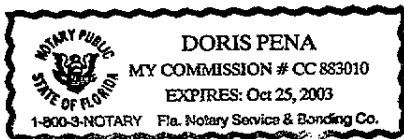
- FIRST: The name of this corporation is **ON 3 PRODUCTION, INC.**
- SECOND: **ON 3 PRODUCTION, INC.** is organized for the purpose of transacting any lawful business for which corporations may be formed in Florida.
- THIRD: The duration of **ON 3 PRODUCTION, INC.** is perpetual.
- FOURTH: **ON 3 PRODUCTION, INC.** is authorized to issue 7,500 shares of common stock, par value \$1.00 per share.
- FIFTH: The address of the initial registered office and the principal office of **ON 3 PRODUCTION, INC.** is 3600 Northwest 12th Terrace, Miami, Florida 33125 and the name of the initial registered agent of this corporation is Lydia Chammas.
- SIXTH: **ON 3 PRODUCTION, INC.** shall have one director initially, and the number of directors may be changed as provided in the Bylaws, but shall never be less than one. The name and address of the initial director of this Corporation is **Daniel Trueba**, 3600 Northwest 12th Terrace, Miami, Florida 33125.
- SEVENTH: The name and address of the incorporator is **Lydia Chammas** 3600 Northwest 12th Terrace, Miami, Florida 33125.



Lydia Chammas, Incorporator

STATE OF FLORIDA:
COUNTY OF DADE:

Before me, a notary public authorized to take acknowledgements, appeared **Lydia Chammas**, known to me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged that he executed those Articles of Incorporation.

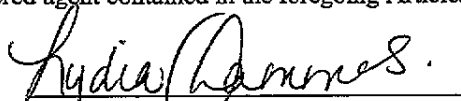
IN WITNESS WHEREOF, I have set my hand and my seal this 6th day of July 2001.




Notary Public
State of Florida at Large

**ACCEPTANCE OF APPOINTMENT OF
REGISTERED AGENT**

The undersigned accepts the appointment as registered agent contained in the foregoing Articles of Incorporation.


Lydia Chammas