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TRANSMITTAL LETTER

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****122.50 *****78.75

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

EFFECTIVE DATE
1-1-02

Congo Films, Inc.

SUBJECT: -----
(Proposed corporate name)

Enclosed is an original and one (1) copy of the articles of incorporation and our check for \$_____

Congo Films, Inc.

FROM: _____
Name (printed or typed)

555 NE 15th Street, Suite #7711

Address

FILED
01 DEC 10 AM 9:14
SECRETARY OF STATE
TALLAHASSEE, FL 32314

Carlos E. Conpte
AUTHORIZATION BY PHONE TO
CORRECT Effect. Date
DATE 12-17-01
DOC. # WC

Miami, Fl. 33132

City, State & Zip Code

(305) 538-9088

Telephone Number

Note: Please provide the original and one copy of the Articles.

12-11-01
WC

FILED
01 DEC 10 AM 9:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

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

ARTICLE I NAME

EFFECTIVE DATE
1-1-02

The name of the corporation shall be:

Congo Films, Inc.

ARTICLE II PRINCIPAL OFFICE

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

555 NE 15th Street, Suite #7711
Miami, Fl. 33132

ARTICLE III SHARES

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

100 Shares @ \$1.00 par value

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Carlos E. Congote
555 NE 15th Street, Suite #7711
Miami, Fl. 33132

ARTICLE V INCORPORATOR(S)

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

Carlos E. Congote
555 NE 15th Street, Suite #7711
Miami, Fl. 33132

President / Secretary

The undersigned incorporator(s) has (have) executed these Articles of Incorporation this 12 day of 05 2001.


Signature

Signature

Signature

ARTICLE VI EFFECTIVE DATE

JANUARY 1, 2002

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

FILED
01 DEC 10 AM 9:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 Congo Films, Inc.

555 NE 15th Street, Suite #7711
Miami, Fl. 33132

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

Carlos E. Congote

(Name)

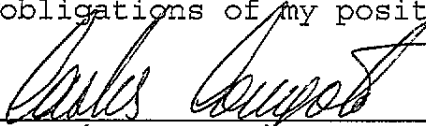
555 NE 15th Street, Suite #7711

(P.O. Box or Mail Drop NOT acceptable)

Miami, Fl. 33132

(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 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.


(SIGNATURE)

12/05/2001
(DATE)