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Florida Department of State

Division of Corporations

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To:

Division of Corporations
Fax Number : (850) 205-0381

From:

Account Name : JOSE M. MARQUEZ, P.A.
Account Number : 075132001371
Phone : (305) 447-1160
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

FIFTH HOUSE PRODUCTIONS, INC.

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$78.75

DEC 14 2001

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF**

FIFTH HOUSE PRODUCTIONS, INC.

The undersigned incorporator hereby forms the following corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of this corporation is FIFTH HOUSE PRODUCTIONS, INC.

ARTICLE II

PURPOSE

The corporation is organized to engage in any and all businesses permitted under the laws of the State of Florida.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock which this corporation is authorized to issue seven thousand five hundred (7500) shares of common stock with one hundred (\$100.00) dollar par value. Said shares of stock may be issued only for a consideration having a fair value as may be determined by the board of directors.

ARTICLE IV

TERM OF EXISTENCE

This corporation is to exist perpetually from the date these Articles are filed with the Department of State, subject to the laws of the State of Florida.

ARTICLE V

REGISTERED AGENT AND OFFICE

The initial Registered Agent and the street address of the

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initial Registered Office of this corporation shall be Magda Marcelo-Robaina.

The initial registered office is: 782 N.W. Le Jeune Road, Suite 548, Miami, Florida 33126.

ARTICLE VI

DIRECTORS

This corporation shall have at least two directors initially. The number of directors may be changed from time to time in accordance with by-laws adopted by the directors, but the number shall never be less than one (1). The name and street address of the initial directors of the corporation are:

AYLIN MARCELO

12744 N.W. 8th Lane
Miami, Florida 33182

ARTICLE VII

INCORPORATORS

The name and street address of the incorporator is:

AYLIN MARCELO

12744 N.W. 8th Lane
Miami, Florida 33182

ARTICLE VIII

ADDRESS

The address of the principal office of this corporation is:
12744 N.W. 8th Lane, Miami, Florida 33182.

ARTICLE IX

CUMULATIVE VOTING

At each election for Directors, cumulative voting by shareholders as set forth in Florida Statutes, Chapter 607.097 (4) shall be allowed.

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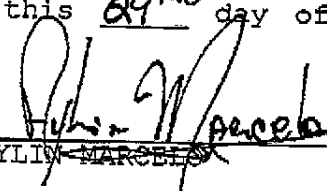
ARTICLE X
INDEMNIFICATION

The Corporation shall indemnify any officer or Director or any former officer or director, to the full extent permitted by law.

ARTICLE XI
AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned incorporators have hereunto set their hands and seal this 29th day of November, 2001.


AYLIN MARCEL

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

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments personally appeared, AYLIN MARCELO, ✓ who is personally known to me, or _____ who produced _____ as identification and who did take an oath and is known to be the person described in and who executed the foregoing instrument.

WITNESS my hand and official seal in the County and State
last aforesaid this 29th day of November, 2001.

NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:

OFFICIAL NOTARY SEAL
CELIA M. NUNEZ
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC 775095
MY COMMISSION EXP. JAN. 9, 2003

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ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above named corporation, at the place designated in these Articles, I hereby accept this appointment and agree to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said office.


MAGDA MARCELO-ROBAINA
Registered Agent

**CERTIFICATE DESIGNATING REGISTERED AGENT AND
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF
AGENT UPON WHOM PROCESS MAY BE SERVED**

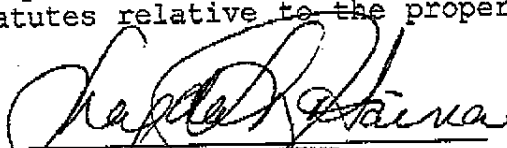
In compliance with Sections 48.091 and 607.034, Florida Statutes, the following is submitted:

FIRST that FIFTH HOUSE PRODUCTIONS, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business 12744 N.W. 8th Lane, Miami, Florida 33182 has named MAGDA MARCELO-ROBAINA of 782 N.W. Le Jeune Road, Suite 548, Miami, Florida 33126, as its agent to accept service of process within Florida.

Dated: November 29th, 2001.


MAGDA MARCELO-ROBAINA
Registered Agent

Having been named to accept service of process for the above named corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.


MAGDA MARCELO-ROBAINA
Registered Agent

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