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LETTER OF TRANSMITTAL

January 5th, 2002

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

FILED

02 JAN -9 AM 11:18

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

700004763647--0

Re: TRILOGY VIDEO PRODUCTIONS, INC.

-01/10/02--01013--006
****122.50 *****78.75

Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation, together with my check in the amount of \$122.50.

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Very Truly Yours,


Victor Rodriguez
Trilogy Video Productions, Inc.

MAILING ADDRESS FOR THE CORPORATION
9365 FONTAINBLEAU BOULEVARD
MIAMI, FLORIDA 33172
PHONE: 305-793-5573

DB 1/14/02

ARTICLES OF INCORPORATION
of
TRILOGY VIDEO PRODUCTIONS, INC.

FILED
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CLERK OF STATE
TALLAHASSEE, FLORIDA

The undersigned acting as the incorporators of a corporation under the Florida Business Corporation Act, adopt(s) the following articles of incorporation for such corporation:

ARTICLE I - CORPORATE NAME

The name of the corporation is:

TRILOGY VIDEO PRODUCTIONS, INC.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the state of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue 10,000 shares of common stock, par value \$1.00 per share.

ARTICLE V - PRINCIPAL OFFICE

The street address of the initial principal office and the mailing address is:

9365 FONTAINBLEAU BOULEVARD, E-106
MIAMI, FLORIDA 33172
PHONE: 305-793-5573

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office and the name of the initial registered agent at the office is:

VICTOR R. RODRIGUEZ
9365 FONTAINBLEAU BOULEVARD, E-106
MIAMI, FLORIDA 33172
PHONE: 305-793-5573

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The corporation shall have two (2) directors initially. The number of directors may either be increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the corporation are as follows:

VICTOR R. RODRIGUEZ
9365 FONTAINBLEAU BOULEVARD, E-106
MIAMI, FLORIDA 33172
PHONE: 305-793-5573

ALFREDO B. SANCHEZ
3501 MONEGRO STREET
MIAMI, FLORIDA 33134
PHONE: 305-724-5232

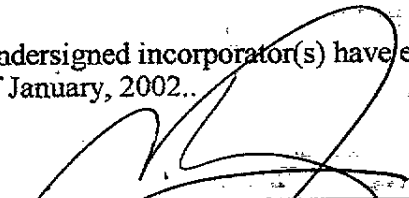
ARTICLE VIII - INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

VICTOR R. RODRIGUEZ
9365 FONTAINBLEAU BOULEVARD, E-106
MIAMI, FLORIDA 33172
PHONE: 305-793-5573

ALFREDO B. SANCHEZ
3501 MONEGRO STREET
MIAMI, FLORIDA 33134
PHONE: 305-724-5232

The undersigned incorporator(s) have executed these Articles of Incorporation this 5th day of January, 2002..



(Signature)



(Signature)

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

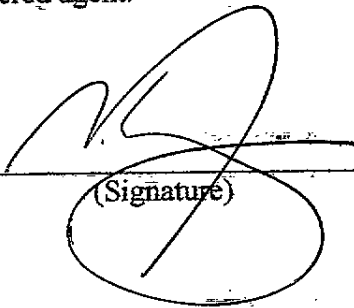
TRILOGY VIDEO PRODUCTIONS, INC.

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:
The above corporation, organized under the laws of the State of Florida with its
registered office as indicated in the Articles of Incorporation at

9365 FONTAINBLEAU BOULEVARD, E-106
MIAMI, FLORIDA 33172

Has named VICTOR R. RODRIGUEZ located at the aforesaid, as its registered agent to
accept service of process within this state.

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 and accept the obligations of my position as
registered agent.


(Signature)

01/05/02
(Date)