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R.A. HENDRICKS (1968-1963)

B.E. HENDRICKS (1904-1978)

ROBERT A. HENDRICKS

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

February 21, 2002

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

Re: Coful Studios Inc.

Gentlemen:

Please find enclosed the following:

1. Original and one copy of the Articles of Incorporation;
2. Original and one copy of the Certificate of Designation of Registered Agent/Registered Office;
3. This firm's check in the amount of \$78.75.

Please provide the undersigned with a date stamped copy of the Designation of Registered Agent and a certified copy of the Articles of Incorporation. A self-addressed stamped envelope is enclosed for purposes of mailing.

Thank you for your assistance in this matter. Please do not hesitate to contact me should you have any questions.

Sincerely,

HENDRICKS & HENDRICKS

RAH/dw

Enclosures

By: 

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CB227

ARTICLES OF INCORPORATION

OF

COFUL STUDIOS INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE I

The name of the corporation is COFUL STUDIOS INC.

ARTICLE II

The principal office and mailing address of the corporation shall be:

Coful Studios Inc.
7662 S.W. 169 Street
Miami, Florida 33157

ARTICLE III

The general purposes for which the corporation is organized are as follows:

A. To manufacture, purchase or otherwise acquire and own, mortgage, pledge, sell, assign and transfer, or otherwise dispose of, and to invest in goods, wares, merchandise, real and personal property and services.

B. Generally to make and perform contracts of any kind and description, and for the purposes of attaining any of the objects of the corporation, to do and perform any other acts or things, including the transaction of any and all lawful business

for which corporations may be incorporated under the Florida Business Corporation Act.

ARTICLE IV

The aggregate numbers of shares of stock that this corporation is authorized to have outstanding at any one time shall be One Hundred (100) shares.

ARTICLE V

This corporation is to exist perpetually.

ARTICLE VI

The name and street address of the initial officers, incorporators and directors who shall hold office the first year of the corporation's existence or until his successor is elected is:

Channing F. Rogers - President/Secretary/Treasurer
7662 S.W. 169 Street
Miami, Florida 33157

The undersigned incorporator has executed these Articles of Incorporation this 12 day of February, 2002.



CHANNING F. ROGERS

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

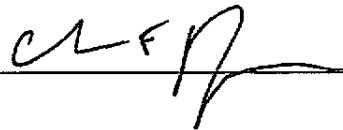
**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0505, 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.

1. The name of the corporation is: **COFUL STUDIOS INC.**
2. The name and address of the registered agent and office is:

Channing F. Rogers
7662 S.W. 169 Street
Miami, Florida 33157

SIGNATURE

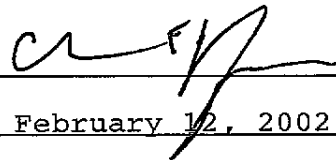


TITLE President

DATE February 12, 2002

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED 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 AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.0505, FLORIDA STATUTES.

SIGNATURE



DATE February 12, 2002