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Division of Corporations

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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 : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 634-3694
Fax Number : (305) 633-9696

FLORIDA PROFIT CORPORATION OR P.A.
WATERMARK INTERNATIONAL PRODUCTIONS SALES, INC.

FILED
2002 MAR 19 AM 9:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

WATERMARK INTERNATIONAL PRODUCTIONS SALES, INC.

The undersigned incorporator(s), for the purpose of forming a Profit Corporation under Chapter 607 of the Florida Statutes, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I

The name of this corporation shall be: **WATERMARK INTERNATIONAL PRODUCTIONS SALES, INC.**

ARTICLE II

This corporation shall commence existence upon the date of filing with the Division of Corporations, state of Florida, and shall have perpetual existence.

ARTICLE III

The principal place of business of this corporation: **4700 BISCAYNE BOULEVARD, 5TH FLOOR, MIAMI, FL 33137**

ARTICLE IV

The general nature of business of this corporation is to transact any and all lawful business.

ARTICLE V

The aggregate number of shares which this corporation shall have authority to issue are 1,000 shares having an individual par value of \$1.00. Unless otherwise stated in these articles, or in an amendment to these articles, there shall be only one (1) class of stock of this corporation

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ARTICLE VI

The name and street address of the initial Registered Agent of this corporation shall be: MARISELA CARVAJAL 4700 BISCAYNE BOULEVARD, 5TH FLOOR, MIAMI, FL 33137

ARTICLE VII

The name and address of the officers and initial board of directors shall be:

DIRECTOR
JEFFREY . BINDER

4700 BISCAYNE BLVD 5TH FLOOR
MIAMI, FL 33137

DIRECTOR
JORGE CONCEPCION

4700 BISCAYNE BLVD 5TH FLOOR
MIAMI, FL 33137

CFO
GUILLERMO MARTINEZ

4700 BISCAYNE BLVD 5TH FLOOR
MIAMI, FL 33137

SECRETARY
MARISELA CARVAJAL

4700 BISCAYNE BLVD 5TH FLOOR
MIAMI, FL 33137

ASST SECRETARY
BLANCA BARKER

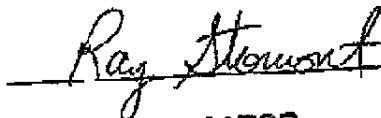
4700 BISCAYNE BLVD 5TH FLOOR
MIAMI, FL 33137

ARTICLE VIII

The name and address of the incorporator executing these Articles of Incorporation is:

Empire Corporate Kit of America, Inc.
2444 N.W. 7TH PLACE
MIAMI, FL 33127

The undersigned has executed these Articles of Incorporation this 21TH day
of FEBRUARY, 2002.



INCORPORATOR
Ray Stormont Signing for
Empire Corporate Kit of America, Inc.

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

WATERMARK INTERNATIONAL PRODUCTIONS SALES, INC.
(Name of Corporation)

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT
SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT
THE PLACE DESIGNATED IN THE ARTICLES OF INCORPORATION, 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.



Registered Agent

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