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LAW OFFICES OF
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WILLIAM R. WOHLISIFER

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The State of Florida:
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The U.S. District Court - Middle District of Florida

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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May 29, 2002

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

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-06/03/02--01060--004
*****70.00 *****70.00

RE: Incorporation of LADY2LADY FILMS, INC.

Dear Secretary of State:

Please file the enclosed Articles of Incorporation for LADY2LADY FILMS, INC. and Certificate Designating Registered Agent. My check for \$70.00 is enclosed for your service. Please return a copy of the recorded articles in the enclosed pre-addressed envelope.

If you need any additional information or have any questions, please do not hesitate to contact me.

Very truly yours,

WILLIAM R. WOHLISIFER

WRW:dwl
Enclosures

06-03-03

ARTICLES OF INCORPORATION OF LADY2LADY FILMS, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following articles of incorporation:

ARTICLE ONE NAME & ADDRESS

The name of the corporation is **LADY2LADY FILMS, INC.**

Its principal place of business is located at:

4630 North University Drive, Coral Springs, FL 33067

ARTICLE TWO CORPORATE DURATION

The duration of the corporation is perpetual.

ARTICLE THREE PURPOSE OR PURPOSES

The general purposes for which the corporation is organized are:

1. To operate as a independent film maker in the business of writing, directing, producing, marketing, and distributing audio-visual films, motion pictures, soundtracks, music, and screenplays.
2. To transact any other lawful business for which corporations may be incorporated under the Florida General Corporation Act or engage in any other trade or business which can, in the opinion of the board of directors of the corporation, be advantageously carried on in connection with or auxiliary to the foregoing business.
3. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE FOUR CAPITALIZATION

The initial capital investment to create said corporation is estimated to be \$1,000. The aggregate number of shares which the corporation is authorized to issue is One

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Thousand(1,000). Such shares shall be of a single class, and shall have a par value of One Cent (\$.01) per share.

ARTICLE FIVE REGISTERED OFFICE AND AGENT

The mailing address of the initial registered office and the name and address of the initial Registered Agent for the Corporation shall be:

WILLIAM WOHLISIFER, P.A.
319 Clematis Street, Suite 208
West Palm Beach, FL 33401

ARTICLE SIX INITIAL BOARD OF DIRECTORS

The number of directors constituting the initial board of directors of the corporation is two (2). The name and address of the persons who are to serve as the subscribers and members of the initial board of directors are:

RINA RODRIGUEZ, Director
1818 Magliano Drive, Boynton Beach, FL 33436

NADINE NICOLE LOW, Director
3228 N.W. 103rd Terrace, Apt. B-207, Coral Springs, FL 33065

ARTICLE SEVEN INITIAL OFFICERS

The names and addresses of the persons who are to serve as the initial officers of the corporation are:

RINA RODRIGUEZ, President and Treasurer
1818 Magliano Drive, Boynton Beach, FL 33436

NADINE NICOLE LOW, Vice-President and Secretary
3228 N.W. 103rd Terrace, Apt. B-207, Coral Springs, FL 33065

ARTICLE EIGHT INCORPORATOR

The name and address of the incorporator is:

WILLIAM WOHLISIFER, P.A.
319 Clematis Street, Suite 208
West Palm Beach, FL 33401

SIGNED AND DATED this May 29th, 2002, by the undersigned attorney, who, as incorporator for LADY2LADY FILMS, INC., has executed these Articles of Incorporation in the City of West Palm Beach, Florida.

LAW OFFICES OF
WILLIAM WOHLISIFER, P.A.

By: 

WILLIAM R. WOHLISIFER, ESQUIRE

Fla. Bar No.: 86827

319 Clematis Street, Suite 208

West Palm Beach, FL 33401

Tel: (561) 655-5114

Fax: (561) 655-7078

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT AND REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the mentioned 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: **LADY2LADY FILMS, INC.**
2. The name of the registered agent is:

**WILLIAM WOHLISIFER, P.A.
319 Clematis Street, Suite 208
West Palm Beach, Florida 33401**

3. The physical address for the registered agent is:

**319 Clematis Street, Suite 208
West Palm Beach, Florida 33401**

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I, **WILLIAM R. WOHLISIFER**, HAVING BEEN NAMED AS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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.

SIGNED AND DATED this May 29th, 2002, by

LAW OFFICES OF
WILLIAM WOHLISIFER, P.A.

By: 

WILLIAM R. WOHLISIFER, ESQUIRE

Fla. Bar No.: 86827

319 Clematis Street, Suite 208

West Palm Beach, FL 33401

Tel: (561) 655-5114

Fax: (561) 655-7078

Registered Agent