

ALLAN M. GLASER, P.A.

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ALLAN M. GLASER
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Florida Department of State
Division of Corporations
P.O. Box 6000
Tallahassee, Florida 32314

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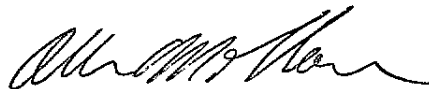
Re: Eleventh Stage Films, Inc.
Our File No. 4150-0

To Whom It May Concern:

Enclosed please find Articles of Incorporation and Acceptance of Registered Agent for the above named corporation for filing with the Division of Corporation. Also enclosed is your filing fee payable to the Florida Department of State in the amount of \$78.75. Please process the documents and return them to our office together with your Certificate of Incorporation by the enclosed self-addressed stamped envelope.

We thank you in advance for your attention to this matter and should you have any questions or problems with the above request, please do not hesitate to contact our office.

Cordially yours,



ALLAN M. GLASER

AMG/to

Enc.

125954150-0/071602



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02 JUL 18 PM 2:02
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION
OF
ELEVENTH STAGE FILMS, INC.

FILED
02 JUL 18 PM 2:02
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter
607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

ELEVENTH STAGE FILMS, INC.

The address of the principal office of this corporation shall be 11900 Biscayne
Blvd. Suite 807 Miami, Florida 33181, and the mailing address of the corporation
shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or
business permitted under the laws of the United States, the State of Florida or any
other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is
authorized to have outstanding at any one time is 1000 shares of common stock
having \$.10 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 11900 Biscayne Boulevard, Suite 807, Miami, Florida 33181, and the name of the initial registered agent of the corporation at that address is Allan M. Glaser.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have three Directors, initially. The names and addresses of the initial members of the Board of Directors are:

| | |
|----------------|--------------------------------|
| Donovan Powell | 1979 N.W 100 th Way |
| Dir./President | Pembroke Pines, FL 33024 |

| | |
|------------------------------|---------------------------|
| Jason Ruddock | 2425 Mission Blvd |
| Dir/Vice President/Secretary | West Bloomfield, MI 48234 |

ARTICLE VII. PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights.

ARTICLE VIII. SPECIAL PROVISION

This corporation shall be organized to comply with the provisions of Subchapter S of the Internal Revenue Code, 26 U.S.C. 1361 et. seq., and shall take all actions necessary to obtain and maintain its status as an S corporation as defined therein.

ARTICLE IX. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Allan M. Glaser, P.A.
11900 Biscayne Boulevard
Suite 807
North Miami, Florida 33181

IN WITNESS WHEREOF, the undersigned agent of Allan M. Glaser, P.A., has set their hand and seal of Allan M. Glaser, P.A. on July 16, 2002.

ALLAN M. GLASER, P.A.

By: 
Its Agent, ALLAN M. GLASER

ACCEPTANCE OF REGISTERED AGENT
DESIGNATED IN THE ARTICLES OF INCORPORATION

ALLAN M. GLASER, an individual residing in this State, having a
business office identical with the registered office of the corporation named
below, and having been designated as the Registered Agent in the above and
foregoing Articles of Incorporation of:

ELEVENTH STAGE FILMS, INC.

ALLAN M. GLASER is familiar with and accepts the obligations of the
position of Registered Agent under Section 607.C505, Florida Statutes.

By: 
ALLAN M. GLASER

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SECRETARY OF STATE
TALLAHASSEE FLORIDA