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FLORIDA PROFIT CORPORATION OR P.A.

guastella film producers, inc.

Certificate of Status	0
Certified Copy	1
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ARTICLES OF INCORPORATION
OF
GUASTELLA FILM PRODUCERS, INC.

The undersigned in order to form a Corporation for the purposes hereinafter stated, by and under the provisions of the Statutes of the State of Florida, does hereby subscribe to these Articles of Incorporation.

ARTICLE I - NAME

The name of this Corporation is: GUASTELLA FILM PRODUCERS, INC.

ARTICLE II - DURATION

This Corporation shall have perpetual existence, commencing on the date of execution of these Articles of Incorporation.

ARTICLE III - PURPOSES

This Corporation is organized for the following purposes:

a. Production and sales of commercials films for theaters and television stations; production and sales of video films and video tapes, including documentaries; historical films, newsreels, comedy shorts, musicals, sport news, etc.

b. To purchase, receive, lease, or otherwise, own, hold, improve, use and otherwise deal with Real or Personal property or any legal or equitable interest in property wherever located ; to sell, convey, mortgage, pledge, create a security interest in, lease, exchange, and otherwise dispose of all or any part of its property.

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c. In the purchase or acquisition of property, business rights or franchises, or for additional working capital, or for any other objective in or about its business affairs and without limit as to amount: to incur debts and to arise, borrow and secure the payment of money in any lawful manner. The Corporation may issue its stock for any lawful purposes, including the acquisition of any other entity.

d. To engage in any or all lawful activity and to institute and promote commercial, mercantile, financial and industrial enterprises, and for the purposes of transacting any or all lawful business.

ARTICLE IV - POWERS

This Corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act.

ARTICLE V - CAPITAL STOCK

This Corporation is authorized to issue FIVE THOUSAND (5,000) shares of (\$1.00) EACH PAR VALUE, common stock, which shall be designated "COMMON SHARES".

ARTICLE VI - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this Corporation of the same kind of that which he/she already holds, shall have the right to purchase his/her pro rata share thereof, as nearly as may be done without issuance of fractional shares, at the price which it is offered to others.

**ARTICLE VII- STREET ADDRESS OF THE CORPORATION'S INITIAL REGISTERED
OFFICE AND INITIAL REGISTERED AGENT.
PRINCIPAL OFFICE.**

The street address of the corporation's initial registered office and principal office is:
782 NW 42nd Avenue, Suite 632, Miami, Florida 33126 and the name of the initial registered
agent of corporation at that office is: CARLOS R. BUSQUETS, ESQ.

ARTICLE VIII- INITIAL BOARD OF DIRECTORS

This Corporation shall have ONE Director initially. The number of Director may be
either increased or diminished from time to time by the bylaws. The name and address of the
initial Director of this Corporation until the first annual meeting of shareholders or until her
successors are elected and qualified is:

NAME:	ADDRESS:
MARINO GUASTELLA	14694 SW 35 Court, Miramar, Florida 33027.

ARTICLE IX - INCORPORATORS

The name and address of the person signing these Articles is:

NAME:	ADDRESS:
MARINO GUASTELLA	14694 SW 35 Court, Miramar, Florida 33027

ARTICLE X - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these
Articles of Incorporation, or any amendment hereto, and any right conferred upon the
shareholders is subject to this reservation.

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IN WITNESS WHEREOF, the undersigned has executed these Articles of
Incorporation this 17th day of July, 2002.


MARINO GUASTELLA

STATE OF FLORIDA
COUNTY OF MIAMI DADE

BEFORE ME, the undersigned authority, personally appeared MARINO GUASTELLA
who is to me well known to be the the person described in and who executed the foregoing
Articles of Incorporation as the Incorporator and he acknowledged to and before me that they
executed the same for the uses and purposes therein mentioned and set forth () who is
personally known to me or (✓) who have produced PUERTO RICO DRIVER'S LICENSE as
identification.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Miami in the said
County and State, this 17th day of July, 2002.

MY COMMISSION EXPIRES:




Carlos R. Busquets
Commission # DD 076381
Expires Jan. 18, 2006
Bonded Through
Atlantic Bonding Co., Inc.


NAME: Carlos R. Busquets
NOTARY PUBLIC, STATE OF FLORIDA

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HAVING BEEN NAMED TO ACCEPT SERVICE OR PROCESS FOR:
GUASTELLA FILM PRODUCERS, INC., AT THE PLACE DESIGNATED IN THESE
ARTICLES OF INCORPORATION, 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.

DATED THIS 17th day of July, 2002.


Name: CARLOS R. BUSQUETS, ESQ.
REGISTERED AGENT

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