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August 9, 2002

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

ATTENTION: New Corporate Filings

RE: Beverlywood Films, Inc.

Dear Sir/Madam:

Enclosed please find an original and one copy of the above referenced corporation's Articles of Incorporation. Please file same and return copy thereof stamped as "filed".

A check for the fees necessary to cover the following items is enclosed:

Filing fees	\$
Certified copy of articles	
Registered agent designation	
TOTAL	\$ 88.50

Thanking you for your time and assistance, we are,

Very truly yours,

BRAUWERMAN, BRAUWERMAN & JUNE, P.A.

By: Jeffrey N. Brauwerman
Enclosures (as indicated)

AUTHORIZATION BY PHONE TO
CORRECT Art I
DATE 8-21-02
DOC. EXAM BR

C. BLALOCK AUG 21 2002

W-23911

ARTICLES OF INCORPORATION
OF
BEVERLYWOOD FILMS, INC.

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SECOND FLORIDA STATE
TALLAHASSEE, FLORIDA

ARTICLE I. CORPORATE NAME

The name of this corporation is: **Beverlywood Films, Inc.**

ARTICLE II. NATURE OF BUSINESS AND POWERS.

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III. CAPITAL STOCK,

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is one thousand (1,000) shares of common stock with one dollar par value.

ARTICLE IV. TERM OF EXISTENCE.

This Corporation shall have perpetual existence commencing upon filing of these articles.

ARTICLE V. REGISTERED AGENT AND INITIAL PRINCIPAL OFFICE.

The Registered Agent and the street address of the initial Principal Office of this Corporation in the State of Florida shall be:

Principal Office

1000 Brickell Avenue, #1040
Miami, Florida 33131

Registered Agent

Brauerman, Brauerman & June P.A.
1000 Brickell Avenue, #1040
Miami, Florida 33131

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

ARTICLE VI. BOARD OF DIRECTORS.

This Corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by Bylaws adopted by the stockholders, but shall never be less than one.

ARTICLE VII. INITIAL DIRECTORS.

The name of the initial director of this Corporation and their street addresses are:

Jeffrey N. Brauwerman
1000 Brickell Avenue, #1040
Miami, Florida 33131

The person named as initial director shall hold office for the first year of existence of this Corporation or until their successor is elected or appointed and have qualified, whichever occurs first.

ARTICLES VIII. INCORPORATORS.

The name and street address of the person signing these Articles of Incorporation as Incorporator is:

Jeffrey N. Brauwerman
1000 Brickell Avenue, #1040
Miami, Florida 33131

ARTICLE IX. AMENDMENT.

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholder's meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned, as Incorporators, have executed the foregoing Articles of Incorporation on the 9th day of August, 2002.


Incorporator

08/09/2002 09:37 3055766251

BRAUWERMAN & JUNE

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SECRET STATE
TALLAHASSEE, FLORIDA

RESIDENT AGENT

HAVING BEEN NAMED to accept service of process for ~~Beverlywood~~
Films, Inc. at 1000 Brickell Avenue, Suite 1040, Miami, Florida
33131, I hereby accept to act in this capacity, and agree to comply
with the provisions of the Florida Statutes relative to keeping
open said office.

Brauerman, Brauerman & June, P.A.

By: Jeffrey W. Brauerman, President

