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Arts

1.)

S-Q Films, Inc.
(CORPORATE NAME & DOCUMENT #)

2.)

(CORPORATE NAME & DOCUMENT #)

3.)

(CORPORATE NAME & DOCUMENT #)

4.)

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ARTICLES OF DISSOLUTION

OF

S&Q FILMS, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

S&Q FILMS, Inc., a Florida corporation (the "Corporation"), by its President, for the purpose of complying with the provisions of Section 607.1403 of the Florida Business Corporations Act relating to the filing of Articles of Dissolution, does hereby execute the following Articles of Dissolution.

1. Name of the Corporation:

S&Q FILMS, INC.

2. The foregoing dissolution was authorized by the Shareholders and Directors of the Corporation by written consent on the 8th day of March, 2004 and approved by the Shareholders of the Corporation by written consent on the 8th day of March, 2004.

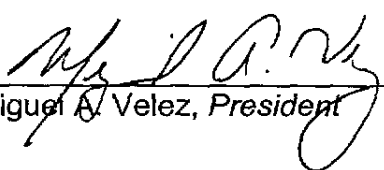
3. The number of votes cast for dissolution by the Shareholders was sufficient for approval of the action authorizing such dissolution.

4. The dissolution contemplated herein shall become effective upon filing of these Articles of Dissolution with the Department of State, pursuant to Section 607.1403 of the Florida Business Corporation Act.

IN WITNESS WHEREOF, the President has executed these Articles of Dissolution, this 8th day of March, 2004.

S&Q FILMS, INC.

By:


Miguel A. Velez, President

**ACTION BY THE SHAREHOLDERS AND DIRECTORS
OF
S&Q FILMS, INC.**

Pursuant to Sections 607.0704 and 607.0821 of the Florida Business Corporation Act, the undersigned, constituting all of the shareholders and directors of S&Q FILMS, INC., a Florida corporation (the "Corporation"), do hereby consent to and approve the following actions:

WHEREAS, the Directors of the Corporation have determined after discussion, to recommend the dissolution of the Corporation and propose that such recommendation be provided to the Shareholders for consideration;

WHEREAS, the Shareholders having received and reviewed the Director's proposal for dissolution, desire to approve the Directors recommendation for the dissolution of the Corporation; and

WHEREAS, prior to such dissolution, the Corporation seeks to assign certain of its contract rights to and permit the use of the name S&Q Films by a to-be-formed entity tentatively called S&Q Films, LLC.

NOW, THEREFORE BE IT RESOLVED, that the Directors by unanimous vote authorize that the attached Plan for Liquidation be recommended to the Shareholders and that such Plan be proposed to the Shareholder's for a vote thereon; and

FURTHER RESOLVED, that the Shareholders by unanimous vote having received and reviewed the Directors recommendation and proposal for dissolution authorize that the Directors proceed to dissolve the Corporation.

FURTHER RESOLVED, that the appropriate officers of the Corporation be and are hereby authorized and directed to take such actions as they deem necessary or desirable to dissolve and to liquidate the Corporation and to thereafter distribute its assets to the shareholders of the Corporation, under Section 331 of the Internal Revenue Code of 1986, as amended, pursuant to the terms and conditions set forth in the Agreement and Plan of Liquidation, a copy of which is attached hereto and incorporated herein;


FURTHER RESOLVED, that the appropriate officers of the Corporation be and hereby are authorized and directed to assign those certain contract rights set forth on Schedule to and permit the use of the name S&Q Films by a to-be-formed entity S&Q Films, LLC;

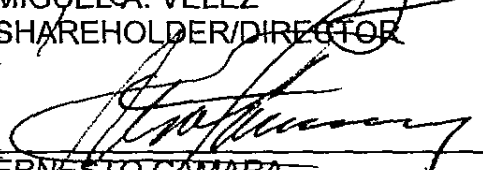
FURTHER RESOLVED, that the appropriate officers of the Corporation be and hereby are authorized and directed to pay all fees and taxes related to the dissolution of the Corporation and to file Articles of Dissolution with the Florida

Secretary of State and all other documents necessary to effectuate the dissolution of the Corporation; and

FURTHER RESOLVED, that each and any officer of the Corporation, acting singly on behalf of the Corporation, be and is hereby authorized and directed to execute and deliver the Agreement and Plan of Liquidation and such other documents and to do or cause to be done such further acts as any of them may deem necessary or proper in order to effectuate the foregoing resolutions, including without limitation the execution and delivery of the documents set forth in the foregoing resolution together with the payment of all fees in connection therewith.

Dated: March 8, 2004


MIGUELA VELEZ
SHAREHOLDER/DIRECTOR


ERNESTO CAMARA
SHAREHOLDER/DIRECTOR


SUZANNE QUINCY
SHAREHOLDER/DIRECTOR

ROBERT OBESO
SHAREHOLDER/DIRECTOR


CARLOS RODRIGUEZ
SHAREHOLDER/DIRECTOR

AGREEMENT AND PLAN OF LIQUIDATION

AGREEMENT AND PLAN OF LIQUIDATION is made this 8th day of March, 2004, by and between S&Q FILMS, INC., a Florida corporation (the "Corporation"), Miguel A. Velez, Ernesto Camara, Suzanne Quincy, Robert Obeso and Carlos Rodriguez (collectively, the "Shareholders").

WHEREAS, the Shareholders own the following amounts of shares of common stock of the Corporation, which shares constitute all of the issued and outstanding common stock of the Corporation; and

Miguel A. Velez	11	Shares
Ernesto Camara	11	Shares
Suzanne Quincy	12	Shares
Robert Obeso	11	Shares
Carlos Rodriguez	11	Shares

WHEREAS, the Shareholders desire to approve, authorize and consent to the voluntary dissolution of the Corporation in accordance with Section 607.1403 of the Florida Business Corporation Act (the "Act").

NOW, THEREFORE, the foregoing parties hereby agree as follows:

1. The Shareholders approve, authorize and consent to the voluntary dissolution of the Corporation, such dissolution to be effective upon the filing of the Articles of Dissolution with the Florida Department of State, and in accordance with the plan of liquidation set forth in this Agreement.

2. The Shareholders hereby authorize the officers of the Corporation to pay all fees related to the dissolution of the Corporation and to file the Articles of Dissolution with the Florida Department of State and all other documents necessary to effectuate the dissolution of the Corporation.

3. The Shareholders hereby authorize the officers of the Corporation to assign the following agreements to a to-be-formed entity tentatively called S&Q Films, LLC and to permit such entity to use the name S&Q Films in consideration of \$100. The agreements to be assigned are: (i) agreement with Skye McCole Bartuziak to act in the film Shakespeare Unplugged; (ii) Casting Services Agreement with Pamela Pictures, Inc. and (iii) purchase of Shakespeare Unplugged screenplay from Erin Donavan.

4. The Shareholders hereby resolve that after payment of the Corporation's debts, or provision is made therefor in accordance with Section 607.1406(10) of the Act, the officers of the Corporation shall distribute, assign and transfer to the Shareholders all of the remaining property of the Corporation, together with all of the Corporation's right, title and interest in and to such property, in complete redemption and cancellation of all of the Corporation's issued and outstanding capital stock, such

distribution to be made as of the effective date of dissolution as provided in Section 1 hereof.

IN WITNESS WHEREOF, the foregoing parties have caused this Agreement and Plan of Liquidation to be executed as of the day and year first above written.

CORPORATION:

S&Q FILMS, INC.

By: 

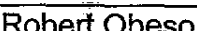
Miguel A. Velez, President

SHAREHOLDERS:


Miguel A. Velez


Ernesto Camara


Suzanne Quincy


Robert Obeso


Carlos Rodriguez