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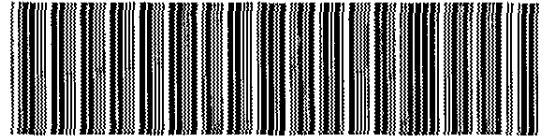
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LAZARUS CORPORATE FILING SERVICE

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MIAMI, FLORIDA (305)552-5973

TERESA ROMAN (TALLAHASSEE REPRESENTATIVE)

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. ALCA PRODUCTIONS & ENTERTAINMENT, INC.
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

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NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials

ARTICLES OF INCORPORATION

OF

ALCA PRODUCTIONS & ENTERTAINMENT, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to those Articles of Incorporation, a natural person, competent to contract, hereby forms a Corporation under the Laws of the State of Florida.

ARTICLE I - NAME: The name of the corporation is ALCA PRODUCTIONS & ENTERTAINMENT, INC.

ARTICLE II - DURATION: This Corporation shall have perpetual Existence.

ARTICLE III - PURPOSE: To do complete production services for the film and print industry, and promote artistic events.

The full power and authority to do any
And all other acts necessary of
Incidental to the powers herein
Specifically designed, and to do all and
Everything necessary to accomplish the
Objects enumerated in these Articles of
Incorporation to the protection and
Benefit of the Corporation, and, in
General, to carry on any lawful business
Necessary or incidental to the attainment
Of the objects set forth in these
Articles or any amendments thereof.

ARTICLE IV - CAPITAL STOCK: This Corporation is authorized to Issue 1,000 shares of non-par value common stock, Which shall be designated "COMMON SHARES".

ARTICLE V - PREEMPTIVE RIGHTS: Every shareholder, upon the Sale for cash of any new stock of this Corporation Of the same kind, class or series as that which he Already holds, shall have the right to purchase His pro-rata share thereof (as nearly as may be Done without issuance of fractional shares) at the Price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT: The Street Address of the initial registered office of the Corporation is 3305 N.W. 74th Avenue, Miami, FL 33122 and the name of the initial registered agent Of this Corporation at that address is Francisco R. Carmona

ARTICLE VII - INCORPORATOR: The name and address of the persons
Signing these Articles are:

Francisco R. Carmona
8225 N.W. 7th Street
Miami, FL 33126

Juan Carlos Alonso
19841 West Lake Drive
Miami, FL 33015

ARTICLE VIII - BYLAWS: The power to adopt, alter, amend or repeal
Bylaws shall be vested in the shareholders.

ARTICLE IX - RESTRICTIONS ON TRANSFER OF STOCK: Shares of
Capital Stock of this Corporation shall be issued
Initially to the following persons and in the
Amounts set opposite their names:

Francisco R. Carmona - 50%
Juan Carlos Alonso - 50%

Shares held by the initial shareholders listed
Above may not be resold or otherwise transferred to
Persons unless such shares are first offered to the
Remaining shareholders or to this Corporation. The
Price and terms at which, and the time within
Which, such shares may be offered and sold shall be
Further specified by written agreement among all of
The shareholders.

ARTICLE X - CALLING OF SPECIAL MEETING: Special meetings of
Shareholders may be called by Certified Mail,
Return-Receipt requested giving five (5) days
Written notice.

ARTICLE XI - SHAREHOLDERS QUORUM AND VOTING: Fifty-one percent
(51%) of the shares represented at the meeting and
Entitled to vote on the subject matter shall be
The act of the shareholders.

- ARTICLE XII - SHAREHOLDERS MEETING REQUIRED: Any action of the Shareholders of this Corporation must be taken at a meeting of shareholders of this Corporation, Duly called as provided by Law, except as provided For in Article XX.
- ARTICLE XIII - MANAGEMENT OF CORPORATION BY SHAREHOLDERS: All Corporate powers shall be exercised by or under The authority of and the business and affairs of This Corporation shall be managed under the Direction of the shareholders of this Corporation.
- ARTICLE XIV - POWERS: This Corporation shall have all of the Corporate powers enumerated in the Florida General Corporation Act.
- ARTICLE XV - MEETING BY TELEPHONE CONFERENCE: Shareholders may Participate in special meetings by means of Telephone conference as provided by Law.
- ARTICLE XVI - ACTION BY SHAREHOLDERS WITHOUT A MEETING: The Shareholders may take action by written consent, As provided by Law.
- ARTICLE XVII - DIVIDENDS: Dividends may be paid to shareholders Only out of the unreserved and unrestricted earned Surplus of the Corporation.
- ARTICLE XVIII- INDEMNIFICATION: The Corporation shall indemnify Any Officer or Director, or any former Officer or Director to the full extent permitted by Law.
- ARTICLE XIX - 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 shareholders Is subject to this reservation.
- ARTICLE XX - NOTICE: Any notice required herein shall be by Certified Mail, Return Receipt Requested, or hand Delivered to the Stockholders at the following Address:

3305 N.W. 74th Avenue
Miami, FL 33122

ARTICLE XXI - INITIAL DIRECTORS AND OFFICERS: This Corporation shall initially have at least one Director, the Names and addresses of the directors are as follows:

Francisco R. Carmona - President/Treasurer
8225 N.W. 7th Street
Miami, FL 33126

Juan Carlos Alonso - Vice President/Secretary
19841 West Lake Drive
Miami, FL 33015

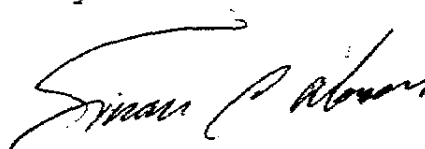
ARTICLE XXII - PRINCIPAL OFFICE ADDRESS: The initial address of The principal office of this Corporation in the State of Florida is 3305 N.W. 74th Avenue, Miami, FL 33122. The Board of Directors may from time to time move the principal office to any other address in the State of Florida.

ARTICLE XXIII- CONFLICT OF INTEREST: No contract between this Corporation and another Corporation or another individual shall be invalidated by reasons of the fact that one or more of the officers or directors Of this Corporation are officers or directors of the said other Corporation, or by reason of the fact that one or more of the officers or directors of this Corporation may be the other individual or individuals contracting with this Corporation.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation on this 8th day of November 2002.



Francisco R. Carmona



Juan Carlos Alonso

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned 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: ALCA PRODUCTIONS & ENTERTAINMENT, INC.
2. The name and address of the registered agent and office is:
FRANCISCO R. CARMONA
(NAME)
3305 NW 74th Avenue
(P.O. BOX NOT ACCEPTABLE)
MIAMI, FL 33122
(CITY/STATE/ZIP)

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

SIGNATURE 

DATE 11/8/02

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TALLAHASSEE, FLORIDA

REGISTERED AGENT FILING FEE: \$35.00