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Florida Department of State  
Division of Corporations  
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**FLORIDA PROFIT CORPORATION OR P.A.**

nw studios usa, inc.

|                       |         |
|-----------------------|---------|
| Certificate of Status | 0       |
| Certified Copy        | 1       |
| Page Count            | 05      |
| Estimated Charge      | \$78.75 |

F. CHARTER

FEB 7



FLORIDA DEPARTMENT OF STATE

Ken Detzner  
Secretary of State

February 6, 2003

EMPIRE

SUBJECT: NW STUDIOS USA, INC.  
REF: W03000003505

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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Becky McKnight  
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FAX Aud. #: E03000043707  
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ARTICLES OF INCORPORATION

OF

NW STUDIOS USA, INC.

ARTICLE I- NAME

The name of the corporation is NW Studios USA, Inc.

ARTICLE II- ADDRESS

The principal office or mailing address of this corporation shall be located at:

NW Studios USA, Inc.  
2930 N.W. 108<sup>th</sup> Avenue  
Miami, FL 33172

ARTICLE III- DURATION

This corporation shall exist in perpetuity.

ARTICLE IV- PURPOSE

This corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and Florida.

ARTICLE V- INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 100 Biscayne Blvd., Suite 800, Miami, FL 33131 and the name of the registered agent of this corporation is J. T. Haley.

ARTICLE VI- CAPITAL STOCK

This corporation is authorized to issue 100 shares of \$1.00 par value common stock which shall be designated "Common Shares."

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#### ARTICLE VII- INITIAL BOARD OF DIRECTORS

This corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one. The names and addresses of the initial directors and officers of this corporation are:

Director, Vice President and Secretary: Richard Bilda  
2930 N.W. 108<sup>th</sup> Avenue  
Miami, FL 33172

Director, Vice President and Treasurer: Vinicius Tavares  
10905 Ohio Avenue, #115  
Los Angeles, CA 90024

#### ARTICLE VIII- INCORPORATOR

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

J. T. Haley, Esquire  
100 S Biscayne Blvd. Suite 800  
Miami, FL 33131

#### ARTICLE IX- BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors.

#### ARTICLE X- POWERS

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


#### ARTICLE XI- INDEMNIFICATION

This corporation shall indemnify any former officer or director, to the full extent permitted by law.

ARTICLE XII- 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.


IN WITNESS WHEREOF, the undersigned subscribed has executed these Articles of Incorporation this 5 day of February, 2003

  
J. T. HALLEY

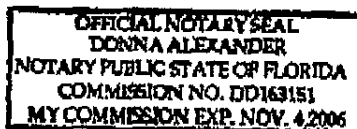
STATE OF FLORIDA  
SS  
COUNTY OF MIAMI-DADE

BEFORE ME, the undersigned authority, personally appeared J. T. Haley, to me well known, and known to me to be the individual described in and who executed the foregoing instrument as subscribed herein.

WITNESS my hand and official seal this 5<sup>th</sup> day of February, 2003.

  
Notary Public, State of Florida  
Printed Name: DONNA Alexander

My commission expires:



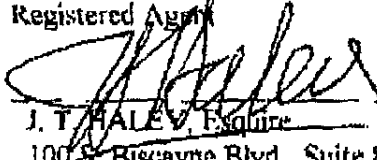
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DESIGNATION OF REGISTERED AGENT

Pursuant to Chapters 48.091 and 607.034, Florida Statutes, the following is submitted in compliance with the requirements and made a part of the Articles of Incorporation of the corporation.

That, NW STUDIOS USA, INC. desiring to organize under the Laws of the State of Florida, with its registered office and agent as indicated in the Articles of Incorporation, has named J. T. Haley, as its Registered Agent to accept service of process within this State.

Acceptance of appointment as  
Registered Agent

  
J. T. HALEY, Esquire  
100 S. Biscayne Blvd., Suite 800  
Miami, FL 33131

This instrument prepared by:

J. T. Haley, Esquire  
100 S. Biscayne Blvd., Suite 800  
Miami, FL 33131  
FBN 131633

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