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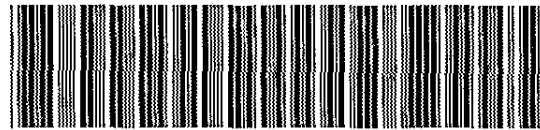
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**LAZARUS CORPORATE FILING SERVICE**

**3320 S.W. 87 AVENUE**

**MIAMI, FLORIDA (305)552-5973**

**TERESA ROMAN ( TALLAHASSEE REPRESENTATIVE)**

OFFICE USE ONLY

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

1. ELIZABETH'S HOMESTEAD MOVIE CORP  
(Corporation Name) (Document #)

2. \_\_\_\_\_  
(Corporation Name) (Document #)

3. \_\_\_\_\_  
(Corporation Name) (Document #)

4. \_\_\_\_\_  
(Corporation Name) (Document #)

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<input type="checkbox"/>	NonProfit
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<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**  
**ELIZABETH'S HOMESTEAD MOVIE CORP**

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**ARTICLE I**  
**NAME**

The name of this Corporation is "ELIZABETH'S HOMESTEAD MOVIE CORP.", and its mailing address is 13207 SW. 44<sup>TH</sup> Lane, Miami, Florida 33175.

**ARTICLE II**  
**NATURE OF BUSINESS**

This Corporation is being formed for the following purposes:

- a. To engage in any and all Producing, Art Direction, Screenwriting, Cinematography, Film Editing, Special Effects, Sound, Music, for Cinematographic films and Movies and Television.
- b. To engage in any and all lawful business or activity permitted under the laws of the United States and the State of Florida
- c. To generally have and exercise all power, rights and privileges necessary and incident to carrying out properly the objects herein mentioned.
- d. To do anything and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes of the attainment of any or all of the objects hereinbefore enumerated or incidental to the purposes and powers of the corporation or which at any time appear conducive thereto or expedient

**ARTICLE III**  
**TERM OF EXISTENCE**

This Corporation shall have perpetual existence unless sooner dissolve in accordance with the laws of the State of Florida. The date of which corporate existence shall begin is the date on which these Articles of Incorporation are filed with the Secretary of the State of Florida.

**ARTICLE IV**  
**CAPITAL STOCK**

This Corporation is authorized to issue 1000.000 shares of \$ .01 par value common stock, which shall be designated "Common Shares."

**ARTICLE V**  
**INITIAL REGISTERED OFFICE AND AGENT**

The initial registered office of the Corporation is 13207 SW 44<sup>th</sup> Lane, Miami Florida 33175, and the name of the initial registered agent of this Corporation is RENE A. QUINONEZ.

**ARTICLE VI**  
**INITIAL DIRECTORS**

The Corporation shall initially have four Directors. 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 name and address of the initial directors of this Corporation is:

**Name:**

**Address**

RENE A. QUINONEZ, President/Secretary/Director 13207 SW 44<sup>th</sup> Lane, Miami, Florida 33175

CARLOS ROBERTO PENA, Vice-President/Treasurer/Director 5659 West Flagler St. Miami, Florida 33134

JULIO ROBERT PENA, Vice-President/Producer/Director 13207 SW 44<sup>th</sup> Lane, Miami Florida, 33175

**ARTICLE VII**  
**DIRECTOR QUORUM AND VOTING**

No less than a majority of the directors shall constitute a quorum for a meeting of directors. If a quorum is present, the affirmative vote of a majority of the directors present, or if a director or directors have abstained from voting because of an interest in the matter to be voted upon, the affirmative vote of a majority of the directors present and voting, shall be the act of the Board of Directors.

**ARTICLE VIII**  
**VOTING REQUIREMENTS FOR SHAREHOLDERS**

The affirmative vote of a majority of the shareholders of this Corporation entitled to vote shall be required for the authorization of any action of the shareholder of this Corporation

**ARTICLE IX**  
**STOCKHOLDER & SUBSCRIBER**  
**SHARES OF THE COMMON STOCK**

The Company be, and hereby is, authorized to issued and sell shares of the Common Stock to the following person or company for the following consideration

Name	No. of Shares
JULIO ROBERT PENA	600.000
RENE A. QUINONEZ	200.000
CARLOS ROBERTO PENA	200.000

**ARTICLE X**  
**AMENDMENTS TO ARTICLES OF INCORPORATION AND BY LAWS**

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendments hereto and any right conferred upon the shareholders is subject to this reservation. Further, the power to adopt, alter, amend or repeal the By -Laws shall be vested in the Board of Directors of this Corporation.

**ARTICLES XI**  
**POWERS**

This Corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act. As amended from time to time.

**ARTICLES XII**  
**DIVIDENDS**

Dividends payable in shares of any class may be paid to the holders of shares of any other class.

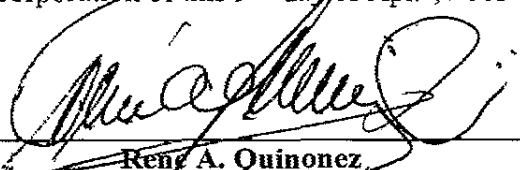
**XIII**  
**INCORPORATOR**

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

RENE A. QUINONEZ

13207 SW 44<sup>th</sup> Lane, Miami, florida 33175

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of  
Incorporation of this 9<sup>th</sup> day of April, 2003

  
\_\_\_\_\_  
Rene A. Quinonez

**ACKNOWLEDGMENT**

On this the 9<sup>th</sup> day of April, 2003, before me, the undersigned Notary Public of the State  
of Florida, personally appeared Rene A. Quinonez, whose name is subscribed to the  
within instrument, and he acknowledges that he executed it.

**STATE OF FLORIDA**

**COUNTY OF MIAMI DADE**

WITNESS my hand and official seal

  
\_\_\_\_\_  
NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:

\* Personally known to me



**CERTIFICATE DESIGNATING THE ADDRESS  
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED**

**WITNESSETH**

That ELIZABETH'S HOMESTEAD MOVIE CORP. desiring to organized under the laws of State of Florida, has named RENE A. QUINONEZ , at 13207 SW 44<sup>th</sup> Lane, Miami, florida 33175, as its agent to accept service of process within this state.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, 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, and I accep the duties and obligations of Section 607.0505, Florida Statuted.

Dated this 9<sup>th</sup> day of April, 2003.

REGISTERED AGENT:

RENE A. QUINONEZ

Rene A. Quinonez

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