10300005393 Division of Corporations

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Division of Corporations

Fax Number : (850)205-0381

From:

Account Name : EMPIRE CORPORATE KIT COMPANY

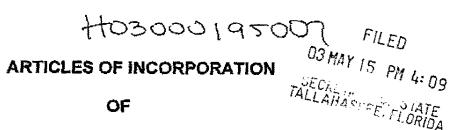
Account Number : 072450003255 : (305)634-3694 Phone : (305)633-9696 Fax Number

FLORIDA PROFIT CORPORATION OR P.A.

watermark international productions usa, inc.

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$78.75

P.61764



WATERMARK INTERNATIONAL PRODUCTIONS USA, INC.

The undersigned incorporator(s), for the purpose of forming a Profit Corporation under Chapter 607 of the Florida Statutes, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I

The name of this corporation shall be: WATERMARK INTERNATIONAL PRODUCTIONS USA, INC.

ARTICLE II

This corporation shall commence existence upon the date of filing with the Division of Corporations, state of Florida, and shall have perpetual existence.

ARTICLE III

The principal place of business of this corporation: 4700 BISCAYNE BOULEVARD, 5TH FLOOR, MIAMI, FL 33137.

ARTICLE IV

The general nature of business of this corporation is to transact any and all lawful business.

ARTICLE V

The aggregate number of shares which this corporation shall have authority to issue are 1,000 shares common stock having an individual par value of \$ 1.00.

Unless otherwise stated in these articles, or in an amendment to these articles, there shall be only one (1) class of stock of this corporation.

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ARTICLE VI

The name and street address of the initial Registered Agent of this corporation shall be: BLANCA BARKER, 4700 BISCAYNE BLVD. 5TH FLOOR, MIAMI, FL 33137.

ARTICLE VII

The name and address of the officers and initial board of directors shall be:

CHAIRMAN

JEFFREY I. BINDER 4700 BISCAYNE BLVD., 5[™] FLOOR

MIAMI, FL 33137

PRESIDENT

JORGE CONCEPCION 4700 BISCAYNE BLVD., 5TH FLOOR

MIAMI, FL 33137

SECRETARY

BLANCA BARKER 4700 BISCAYNE BLVD., 5TH FLOOR

MIAMI, FL 33137

SECRETARY

MARISELA CARVAJAL 4700 BISCAYNE BLVD., 5TH FLOOR

MIAMI, FL 33137

ARTICLE VIII

The name and address of the incorporator executing these Articles of Incorporation is:

Empire Corporate Kit of America, Inc. 2444 N.W. 7TH PLACE MIAMI, FL 33127

The undersigned has executed these Articles of Incorporation this <u>15TH</u>day of

MAY. 2003.

Ray Stormont Signing for

Empire Corporate Kit of America, inc.

Ma.9 JATOT

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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

TALLAH

15 PM 4:09

Watermark International Productions USA (Name of Corporation)

HAVING BEEN NAVED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THE ARTICLES OF INCORPORATION. 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.

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