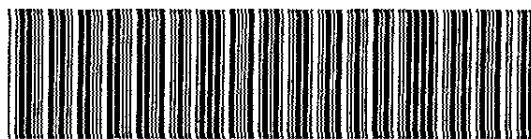

: Santafe Films INC.
Andrés Amaya A.
2200 South Ocean Dr.
Apto 302 Hollywood FL.
33019.

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TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
ZANTAFE FILMS, INC.**

FILED

04 JAN 29 PM 4:21

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the Corporation: **ZANTAFE FILMS, INC.**

ARTICLE II DURATION

This Corporation shall have a perpetual existence commencing at the time of filing the Articles of Incorporation with the Department of State.

ARTICLE III - PURPOSE

The purpose of this corporation shall be any lawful business activities allowed in the State of Florida and the United States of America.

ARTICLE IV - CAPITAL STOCK

The Corporation is authorized to issue 10,000 shares of Common stock, the par value thereof, and the characteristics of such stock shall be as follows:

Number of Shares	Par Value	Class of
<u>Authorized</u>	<u>Per Share</u>	<u>Stock</u>
10,000	\$1.00	Common

The consideration for all of the said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of the Corporation. The Board of Directors shall fix the rights and privileges of the stock pursuant to a shareholders agreement and/or the Bylaws.

ARTICLE V - RIGHTS UPON LIQUIDATION OR DISSOLUTION

In the event of any voluntary or involuntary liquidation, dissolution or winding up of this corporation, the holders of record of the preferred and common shares all receive a ratable distribution of assets of the corporation.

ARTICLE VI - PREEMPTIVE RIGHTS

Each shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro rata share thereof (as nearly as may be done without the issuance of fractional shares)

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the initial registered agent of this corporation is:

JOSE TORRES

2200 South Ocean Drive Suite 302
Hollywood, FL 33019

Principal office and mailing address of this corporation is:

2200 South Ocean Drive Suite 302
Hollywood, FL 33019

ARTICLE - VIII - BOARD OF DIRECTORS

The Corporation shall have three directors initially. The number of directors may be increased or diminished from time to time as provided for by the by-laws, but shall never be less than one. The names of the initial directors are:

JOSE TORRES	DIRECTOR
ANDRES AMAYA ARTUNDUAGA	DIRECTOR

ARTICLE IX - INCORPORATORS

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

ANDRES AMAYA ARTUNDUAGA
2200 South Ocean Drive Suite 302
Hollywood, FL 33019

ARTICLE X - BY LAWS

The power to adopt, alter, amend and repeal the by-laws shall be vested in the Board of Directors and the Shareholders.

ARTICLE XI - RESTRICTION ON THE TRANSFER OF STOCK

Shares of the Preferred and Common Stock of this corporation shall be issued initially to the following person(s) in the amount set opposite to the name.

ANDRES AMAYA ARTUNDUAGA:	50% Common Stock
JOSE TORRES:	50% Common Stock

Shares held by the initial investors listed above may not be resold or otherwise transferred to others unless such shares are first offered to the remaining shareholders of this corporation. The price and terms at which, and time within which, such shares may be offered and sold shall be further specified by written agreement among all of the shareholders and the corporation.

ARTICLE XII - CUMULATIVE VOTING

At each election of directors, each shareholder entitled to vote at such election shall have their right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at the time multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

ARTICLE XIII - SHAREHOLDER QUORUM AND VOTING

Fifty (50%) percent of the shares entitled to vote represented in person or by proxy shall constitute a quorum at the meeting of the shareholders. If the quorum is present the affirmative vote of fifty percent of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholder.

ARTICLE XIV - INDEMNITY

This corporation shall indemnify and may insure its officers and directors to the fullest extent provided for by law. The private property of the stockholders shall **NOT** be subject to payment, lien, seizure or forfeiture of the corporate debts in any event whatsoever.

ARTICLE XV- INITIAL OFFICERS

The initial officers of this corporation shall be as follows;

Vice President:	Jose Torres
President:	Andres Amaya Artunduaga
Treasurer:	Jose Torres
Secretary:	Andres Amaya

ARTICLE XVI


No contract or other transaction between this corporation and any other corporation, and no act of this corporation, shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniary or otherwise interested in or are directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be party to, or may be pecuniarily or otherwise involved in, any contract or transaction of corporation, provided that the part the he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation who is also a director or officer of such corporation or who is interested, may be counted in determining a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction with the force and effect as if he were not such a director or officer or such other corporation, or not so interested.

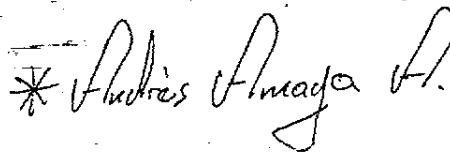
ARTICLE XVII - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or may amend hereto, and any right conferred upon the shareholders is subject to this revision.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this

22 day of JANUARY, 2004.


JOSE TORRES


* Andres Amaya


STATE OF FLORIDA)

COUNTY OF BROWARD)

BEFORE ME, an officer duly authorized in the State and County aforesaid, to take acknowledgements, personally appeared before Jose Torres to me personally known or having produced identification, K. D. L., to be the persons described in and who examined the same for purposes therein expressed.

WITNESS MY hand and official seal in the County and State last aforesaid on this 22 day of January, 2004.


NOTARY PUBLIC, STATE OF FLORIDA
My Commission Expires:

 Yanet Marmolejos Rivero
My Commission DD033320
Expires June 12, 2005

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

FILED
04 JAN 29 PM 4:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Florida statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designation of the registered office/agent, in the State of Florida.

The name of the corporation is:

ZANTAFE FILMS, INC.

The name and address of the registered agent and office is:

JOSE TORRES
2200 South Ocean Drive Suite 302
Hollywood, FL 33019

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 am familiar with and accept the obligations of my position as registered agent.

*Andrés Arroyo
1-22-04.

x Jose Torres
JOSE TORRES
1-22-04.
Date

BEFORE ME, an officer duly authorized in the State and County aforesaid, to take acknowledgements, personally appeared Jose Torres to me personally known, or having produced identification, FL DL, to be the person described in and who examined the same for purposes therein expressed.

WITNESS MY hand and official seal in the County and State last aforesaid on this 22 day of

January 2004, 2002

NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:



Yanet Marmolejos Rivero
My Commission DD033320
Expires June 12, 2005