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Tanequa Jefferson
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(Address)

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(954) 260-9829

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(Business Entity Name)

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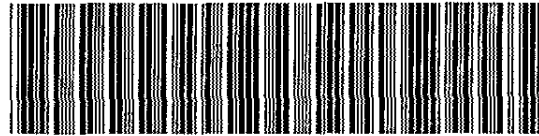
ONE TO

Article I+IV

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

OB 2/16

Abstract

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: XELA Films
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

<input type="checkbox"/> \$70.00	<input type="checkbox"/> \$78.75
Filing Fee	Filing Fee & Certificate of Status

<input type="checkbox"/> \$78.75	<input checked="" type="checkbox"/> \$87.50
Filing Fee	Filing Fee,
& Certified Copy	Certified Copy
	& Certificate of
	Status
ADDITIONAL COPY REQUIRED	

FROM: Alex Lecount
Name (Printed or typed)

2136 SW 166th Avenue
Address

Miramar, FLorida 33027

305.372.8622
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION

In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit)

ARTICLE I NAME

The name of the corporation shall be:

XELA Films, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business/mailing address is:

555 NE 15th Street, Suite 200G
Miami, Florida 33132

ARTICLE III PURPOSE

The purpose for which the corporation is organized is:

Television and Film productions. This company will be the primary owner and producer of feature films, Music Video's, Documentaries and television programming for cable, and national outlets.

ARTICLE IV SHARES

The number of shares of stock is:

One

ARTICLE V INITIAL OFFICERS AND/OR DIRECTORS

List name(s), address(es) and specific title(s):

Alex Lecount, Chief Executive Officer
555 NE th Street, Suite 200G
Miami, Florida 33132

ARTICLE VI REGISTERED AGENT

The name and Florida street address of the registered agent is:

Alex Lecount, Chief Executive Officer
2136 SW 166th Avenue
Miramar, Florida 33027

ARTICLE VII INCORPORATOR

The name and address of the Incorporator is:

Alex Lecount, Chief Executive Officer
2136 SW 166th Avenue
Miramar, Florida 33027

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity



Signature/Registered Agent

February 9, 2004

Date



Signature/Incorporator

February 9, 2004

Date