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FLORIDA PROFIT CORPORATION OR P.A.

Imagen Entertainment, Inc.

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ARTICLES OF INCORPORATION

OF

IMAGEN ENTERTAINMENT, INC.

The undersigned incorporator hereby executes, acknowledges and files with the Florida Department of State the following Articles of Incorporation (the "Articles") for the purpose of organizing a corporation under the Florida Business Corporation Act (the "Act"):

ARTICLE I - NAME

The name of the corporation is IMAGEN ENTERTAINMENT, INC.

ARTICLE II - PRINCIPAL OFFICE

The initial principal place of business or mailing address of the Corporation shall be located at 2899 Collins Avenue #904, Miami Beach, Florida 33140.

ARTICLE III - TERM OF EXISTENCE

The Corporation shall commence its corporate existence upon the execution of these Articles, and shall have perpetual existence thereafter, unless sooner dissolved.

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ARTICLE IV - AUTHORIZED SHARES

The Corporation is authorized to issue one thousand (1,000) shares of common stock having a par value of One United States Dollars (\$1.00), each entitled to one (1) vote per share.

ARTICLE V - BOARD OF DIRECTORS

All corporate powers shall be exercised by and under the authority of, and the business and affairs of the Corporation shall be managed under the direction of its board of directors. Once a quorum at a directors' meeting has been established, the affirmative vote of a majority of the directors present is the act of the directors. The board of directors of the Corporation may grant powers of attorneys in favor of persons (the "Attorneys"), who need not be directors or officers thereof, authorizing such Attorneys to exercise any and all of its powers that the board of directors may deem necessary or desirable; which powers of attorney shall remain in effect until they are revoked and notice of the revocation is served to those dealing with the Attorneys.

Any and all the powers and duties conferred to or imposed upon the board of directors, by resolution of the shareholders, adopted at a special meeting called for that purpose, may be exercised or performed to such extent and by such person or persons as shall be provided by the shareholders.

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The Corporation shall have two (2) directors initially. The number of directors may thereafter be increased or decreased from time to time in accordance with the bylaws of the Corporation. The initial directors, who shall hold office until their successors have been elected and qualified are:

<u>Name of Director(s):</u>	<u>Director(s)' Address(es):</u>
Maryori Elizabeth Hernandez	2899 Collins Avenue #904 Miami Beach, Florida 33140
Abraham Vivas	2899 Collins Avenue #904 Miami Beach, Florida 33140

ARTICLE VI - INDEMNIFICATION

The Corporation shall have the power to indemnify and insure, at the discretion of its board of directors, or its shareholders, or an independent legal counsel, to the fullest extent permitted and in the manner provided by the Act, its directors officers or other persons exercising their powers and duties (the "persons"), including when such persons are, or were serving in any such capacity, at the request of the Corporation, in another Corporation or enterprise, whenever such persons are made a party, or are threatened to be made a party, to any threatened, pending or complete action, suit, or proceeding, whether civil, criminal, administrative, or investigative, at any state of such legal proceedings, for all expenses and amounts paid in settlement, except as may be limited by the Act.

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ARTICLE VII - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors and the shareholders, but the board of directors may not alter, amend or repeal any bylaws adopted by the shareholders if the shareholders provide that such bylaws shall not be altered, amended or repealed by the board of directors.

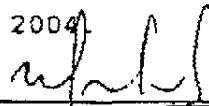
ARTICLE VIII - INCORPORATOR

The subscriber to these Articles is Maryori Elizabeth Hernandez, the address of whom is 2899 Collins Avenue #904, Miami Beach, Florida 33140.

ARTICLE IX - INITIAL REGISTERED OFFICE AND AGENT

The Street address of the initial registered office of the Corporation is 2899 Collins Avenue #904, Miami Beach, Florida 33140 and the name of the initial registered agent of the Corporation is Maryori Elizabeth Hernandez, with principal office at 2899 Collins Avenue #904, Miami Beach, Florida 33140, that by these presents accepts its designation as the registered agent of the Corporation.

IN WITNESS WHEREOF, the undersigned, hereby executes and files these Articles of Incorporation in the City of Miami, State of Florida, on April 7, 2004.



Maryori Elizabeth Hernandez
Incorporator

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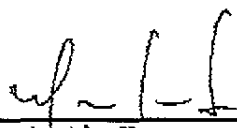
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CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT AND REGISTERED OFFICE

In compliance with Section 607.0505, Florida Statutes, the undersigned officer of the Florida Corporation hereinafter expressed, duly authorized therefore, submits the following statement in designating its registered agent and the registered office in the State of Florida:

FIRST: The name of the corporation is IMAGEN ENTERTAINMENT, INC.

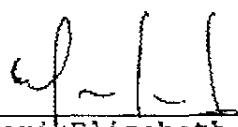
SECOND: The address of the Corporation is 2899 Collins Avenue #904, Miami Beach, Florida 33140.

Corporate Officer Signature: 
Title of Officer: Maryori Elizabeth Hernandez, Incorporator

Date of Execution: April 7, 2004

ACCEPTANCE:

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, THE UNDERSIGNED, HEREBY AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF OUR DUTIES AS SUCH, AND ACCEPTS THE DUTIES AND OBLIGATIONS OF SECTION 607.0505, FLORIDA STATUTES.


Maryori Elizabeth Hernandez, Incorporator

Date of Execution: April 7th, 2004.

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