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(SAMPLE LETTER OF TRANSMITTAL)

FILED
95 JAN 30 PM 2:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Date

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

200001393432
-01/31/95-01008-007
***122.50 ***122.50

Re: Future First Films, Inc.
(name of corporation)

Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation, together with my check in the amount of \$122.50.

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Very truly yours,

William C. Wren
(individual's name)

Future First Films, Inc.
(name of corporation)

MAILING ADDRESS OF CORPORATION		
3317 N.W. 101 AVE		
CORP - SPRINGS, FL 33065		
PHONE		
(305)	346-7683	Ext.
Area Code	Number	

ARTICLES OF INCORPORATION

FUTURE FIRST FILMS,
(name of corporation)

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of the corporation is:

FUTURE FIRST FILMS, INC.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue ONE BILLION shares () of _____ Dollar(s) (\$ 1.00) par value Common Stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the Initial Registered Agent office and the name of the Initial Registered Agent at that office is:

NAME	<u>GLENN C. MESA</u>		
ADDRESS	<u>3317 N.W. 101 AVE.</u>		
CITY	<u>CORAL SPRINGS</u>	FLORIDA	ZIP <u>33065</u>

The principal office, if known, or the mailing address of the corporation is:

NAME	<u>FUTURE FIRST FILMS, INC. c/o GLENN C. MESA</u>		
ADDRESS	<u>3317 N.W. 101 AVE</u>		
CITY	<u>CORAL SPRINGS</u>	FLORIDA	ZIP <u>33065</u>

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have 1 (ONE) directors initially. 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 (1). The names and addresses of the initial director(s) of the corporation are as follows:

NAME	<u>GLENN C. MESA</u>		
ADDRESS	<u>3317 N.W. 101 AVE</u>		
CITY	<u>CORAL SPRINGS</u>	STATE <u>FLORIDA</u>	ZIP <u>33065</u>
NAME			
ADDRESS			
CITY		STATE	ZIP
NAME			
ADDRESS			
CITY		STATE	ZIP

ARTICLE VII - INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

NAME	GLENN C. MESA		
ADDRESS	3317 N.W. 101 AVE		
CITY	CORAL SPRINGS	STATE	FLORIDA ZIP 33065
NAME			
ADDRESS			
CITY		STATE	ZIP
NAME			
ADDRESS			
CITY		STATE	ZIP

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 26 day of January, 1995.

Glenn C. Mesa (Seal)
Atty: (Seal)
 _____ (Seal)

Francisco R. Haruzas
 FRANCISCO R. HARUZAS

1-26-95

Notary Public, State of Florida

My Commission Expires Feb. 17, 1995

Bonded thru Troy Pain - Insurance Inc.

CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT
OF

FUTURE FIRST FILMS, INC.
(name of corporation)

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TALLAHASSEE, FLORIDA

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:
The above corporation, desiring to organize under the laws of the State of Florida with
its registered office as indicated in the Articles of Incorporation

at 3317 N.W. 101 AVE
CORAL SPRINGS, FLORIDA 33065
has named GLENN C. MESA

located at the aforesaid address, as its Registered Agent to accept service of process
within this state.

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above
stated corporation at the place designated in this certificate, and being familiar with
the obligations of that position, I hereby accept to act in this capacity, and agree to
comply with the provisions of Florida Law in keeping open said office.

Glenn C. Mesa
(registered agent) *GM*

1-26-95
Francis R. Karuzas
cc 014875

Notary Public, State of Florida
My Commission Expires Feb. 17, 1995
Bonded thru Troy Insurance Co.