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FLORIDA DIVISION OF CORPORATIONS

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TO: DIVISION OF CORPORATIONS

FROM: FAG-T CORP. AGENTS, INC.

DEPARTMENT OF STATE

8405 NW 53RD ST

STATE OF FLORIDA

SUITE C-100

409 EAST GAINES STREET

MIAMI FL 33166-

-0000

TALLAHASSEE, FL 32399

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: ARCADIA PRODUCTIONS, INC.

FAX AUDIT NUMBER: H95000001832

CURRENT STATUS: REQUESTED

DATE REQUESTED: 02/14/1995

TIME REQUESTED: 14:01:42

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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF

ARCADIA PRODUCTIONS, INC.

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

ARCADIA PRODUCTIONS, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

1555 Cleveland Road
Miami Beach, Fl. 33141

ARTICLE III CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

One thousand (1,000) shares

ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

Enrique Gratas
1555 Cleveland Road
Miami Beach, Fl. 33141

Prepared by:
Enrique Gratas
1555 Cleveland Road
Miami Beach, FL 33141
(305) 446-3138

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ARTICLE V INCORPORATOR(S)

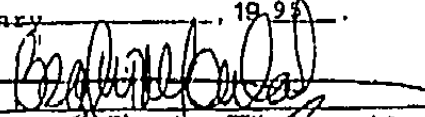
The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

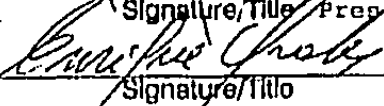
Bentrix Montalvo- President
1555 Cleveland Road, Miami Beach, Fl. 33141

Enrique Gratas - Vice President/Treasurer
1555 Cleveland Road, Miami Beach, Fl. 33141

The undersigned has(have) executed these Articles of Incorporation this

3rd day of February, 1995



Signature/Title President


Signature/Title
Vice President/Treasurer

Signature/Title

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

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: _____

ARCADIA PRODUCTIONS, INC.

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

Enrique Gratas

1555 Cleveland Road, Miami Beach, FL 33141

SIGNATURE _____

President

TITLE _____

DATE February 3rd, 1995

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 THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

SIGNATURE _____

DATE February 3rd, 1995

H95000001832