

TALLAHASSEE, FL 32301
904-222-0171
904-222-0393 FAX

000-342-0086



P9500026133

ACCOUNT NO. : 072100000032

REFERENCE : 569094 150223A

AUTHORIZATION : *Patricia Pizito*

COST LIMIT : \$ 70.00

ORDER DATE : March 30, 1995

ORDER TIME : 4:50 PM

ORDER NO. : 569094

CUSTOMER NO: 150223A

0000001444710

CUSTOMER: Mr. Kerry Sakolaky
AVALON PRODUCTIONS

Suite Ph1
550 Biltmore Way
Miami, FL 33134

DOMESTIC FILING

NAME: AVALON IMAGES INC.,

XXX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XXX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozar

EXAMINER'S INITIALS:

T. BROWN APR - 3 1995

FILED
95 MAR 31 PM 12:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

789, 619, 611, 671



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

March 31, 1995

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: AVALON IMAGES INC.
Ref. Number: W95000007065

We have received your document for AVALON IMAGES INC. and your check(s) totaling \$. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 607.0120(6)(b), or 617.0120(6)(b), Florida Statutes, requires that articles of incorporation be executed by an incorporator.

The registered agent must sign accepting the designation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6932.

Teresa Brown
Corporate Specialist

Letter Number: 395A00014720

ARTICLES OF INCORPORATION
OF

AVALON IMAGES INC

ARTICLE ONE- NAME

The name of the corporation shall be AVALON IMAGES INC

ARTICLE TWO- PRINCIPAL OFFICE

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

AVALON IMAGES INC
550 Biltmore Way,
Coral Gables, FL 33134

ARTICLE THREE- CAPITAL STOCK

The aggregate number of shares of stock which this corporation shall have authority to issue is One Thousand (1,000) shares of common stock, all of which are to have a par value of One (\$1.00) per share. The stock shall be divided into one hundred shares (100) of Class A common stock and nine hundred shares (900) of Class B stock. The holders of Class A common shares shall have the exclusive voting power. The Board of Directors shall fix the consideration to be received by each share. Such consideration shall consist of any tangible or intangible property or benefit to the corporation, including cash, promissory notes, services performed or written promises to perform services and shall have a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

ARTICLE FOUR- REGISTERED AGENT AND ADDRESS

The name of the initial registered agent is:

Kerry Sakolsky
550 Biltmore Way
Coral Gables, FL 33134

ARTICLE FIVE- INCORPORATORS

The name and address of the incorporator to these Articles of Incorporation is:

Kerry Sakolsky
550 Biltmore Way
Coral Gables, FL 33134

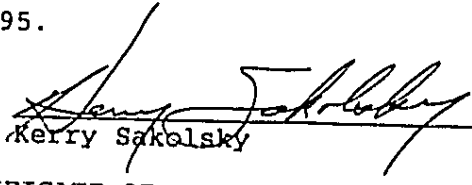
FILED
95 MAR 31 PM 12:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE SIX- PURPOSE

This corporation is organized for the following purposes:

For transacting any and all business permitted under the laws of the United States of America and of the laws of the State of Florida.

The undersigned has executed these Articles of Incorporation this 28 day of March, 1995.

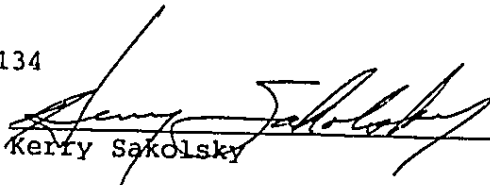

Kerry Sakolsky

CERTIFICATE OF DESIGNATION
OF REGISTERED AGENT/ REGISTERED OFFICE

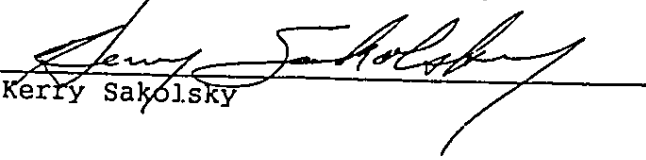
Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement and designates the registered agent/ registered office in the State of Florida:

1. The name of the corporation is AVALON IMAGES INC
2. The name and address of the registered agent and office is:

Kerry Sakolsky
550 Biltmore Way
Coral Gables, FL 33134


Kerry Sakolsky

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


Kerry Sakolsky