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April 6, 1995

Division of Corporations  
STATE OF FLORIDA  
Post Office Box 6327  
Tallahassee, FL 32317

877000114556538  
-04713075-04048-0013  
\*\*\*122.50 \*\*\*122.50

Re: CIT PRODUCTIONS, INC.

Dear Sir or Madam:

Enclosed is an original and a copy of the Articles of Incorporation of the above referenced along with a check in the amount of \$122.50. Please process filing of same and forward a Certified Copy of the Articles along with other pertinent documents to the undersigned.

Very truly yours,

XIOMARA DIAZ

/xd

encs.

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TALLAHASSEE, FLORIDA

9464-18

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SEC  
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION  
OF  
CIT PRODUCTIONS, INC.

We, the undersigned, hereby agree to these Articles of Incorporation of CIT PRODUCTIONS, INC., a Florida corporation, as follows:

ARTICLE I

The name of the Corporation shall be CIT PRODUCTIONS, INC., a Florida corporation.

ARTICLE II

The Corporation is to have perpetual existence.

ARTICLE III

The purpose for which the Corporation is formed is to conduct any lawful business, and said Corporation shall possess and have all the powers now and hereafter conferred by the laws of the State of Florida.

ARTICLE IV

The amount of capital stock authorized is ONE HUNDRED (100) shares, having a par value of One (\$1.00) Dollar per share, which shares shall be paid for in lawful money of the United States of America, or in property, or in services that have actually been performed for the corporation.

#### ARTICLE V

The post office address of the principal office of the Corporation in Florida is 156 S.W. 135th Avenue, Miami, Florida 33184 or at such other place within the State as the shareholders may from time to time, by appropriate action, determine.

#### ARTICLE VI

The initial Registered Agent of the Corporation and the street address of the registered office is XIOMARA DIAZ, 156 S.W. 135th Avenue, Miami, Florida 33184.

#### ARTICLE VII

The Corporation shall have one (1) director initially. The number of directors may be increased or decreased from time to time in such manner as may be prescribed by the Bylaws. The names and addresses of the initial directors of this corporation are: XIOMARA DIAZ, 156 S.W. 135th Avenue, Miami, Florida 33184.

#### ARTICLE VIII

The names and post office address of all subscribers of this Corporation, and the number of shares which each agree to take are:

<u>Stockholder</u>	<u>Address</u>	<u>Number of Shares</u>
XIOMARA DIAZ	156 S.W. 135th Avenue, Miami, FL	100

The par value of the shares shall be no less than One (\$1.00) Dollar, each subscriber having paid at least One (\$1.00) Dollar per share for them.

#### ARTICLE IX

No contract or other transaction between this Corporation and any other Corporation, and no act of this Corporation, shall in any way be affected or invalidated by the fact that any of the share-

holders of this Corporation are pecuniarily or otherwise interested in any contract or transaction of this Corporation, provided that the fact he or such firm is so interested shall be disclosed or shall have been known to the shareholders or a majority thereof, and such shareholder may be counted in determining the existence of a quorum at any meeting of the shareholders of this Corporation which shall authorize any such contract or transaction, notwithstanding the fact the such shareholder is so interested.

#### ARTICLE X

The Corporation shall indemnify any and all of its officers or former officers or any person who may have served at its request as a director or officer of another corporation in which it owns shares of capital stock or of which it is a creditor against losses and expenses actually and necessarily incurred by them in connection with the defense of any action, suit or proceeding in which they, or any them, are made parties, or a party by reason of being or having been directors or officers or a director or officer of the Corporation, or of such other Corporation, to the full extent permitted by Section 607.014, Florida Statutes, or any successor statute.

#### ARTICLE XI

Each of the shareholders shall have a preemptive right to have first offered to him a proportion of any presently or hereafter authorized stock, options, warrants, bonds, debentures, notes, or securities convertible into stock which the Corporation may at any time hereafter issue in proportion to that shareholder's holdings of stock at the time of the issue.

ARTICLE XII

The Corporation reserves the right to amend, alter, change or repeal any provision contained in the Certificate of Incorporation, in the manner now or hereafter prescribed by Statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

WE, the undersigned, being all of the subscribers hereinabove named, for the purpose of submitting these Articles of Incorporation, do subscribe and acknowledge these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true and accordingly, have hereunto set our hand, this 5th day of April, 1995.

CIT PRODUCTIONS, INC.  
Subscriber

By:



Xiomara Diaz,  
President

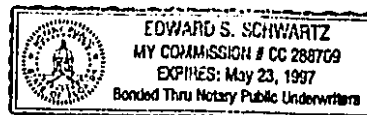
STATE OF FLORIDA )  
                          ) ss:  
COUNTY OF DADE    )

BEFORE ME, a duly authorized Notary Public, in the county of Dade, State of Florida, this day appeared personally XIOMARA DIAZ who is well known to me to be the person described in and who executed the foregoing Certificate of Incorporation, as President of CIT PRODUCTIONS, INC. and as a free and voluntary act and deed for the uses and purposes therein set forth.

WITNESS my hand and seal at Miami, said County, and State, this 5th day of April, 1995.

*Edward S. Schwartz*  
Edward S. Schwartz, NOTARY PUBLIC,  
STATE OF FLORIDA AT LARGE

(Seal)



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT  
UPON WHOM MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That CIT PRODUCTIONS, INC., A Florida Corporation, desiring to organize under the laws of the State of Florida with its principal offices as indicated in the Articles of Incorporation at the City of Miami, County of Dade, State of Florida, has named Xiomara Diaz, as its agent to accept service of process within this State, at 156 S.W. 135th Avenue, Miami, Florida 33184.

Having been named to accept service of process for the above stated corporation at Place designated in this certificate, I hereby agree to act in this capacity and agree to comply with the provision of said Act relative to keeping open said offices.



\_\_\_\_\_  
XIOMARA DIAZ,  
Registered Agent

FILED  
95 APR 13 2 4:11  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE