

JURIS-CONSULTANTS, INC.

P95000037028

8770 55 55 55 Miami, FL 33155  
tel (305) 661-0462, fax (305) 663-0463

DIVISION OF CORPORATIONS  
P.O. BOX 6327  
TALLAHASSEE, FL 32314

Re: ALLIED PICTURES, INC.

700001479717  
-05/08/95--01161--014  
\*\*\*\*122.50 \*\*\*\*122.50

May 5, 1995


Dear Sirs:

Please find enclosed the following documents pertaining to the above captioned corporation:

- Certificate of Incorporation.
- Certificate of Designation and Acceptance of the Registered agent.
- Check in the amount of \$122.50, covering the various Fees.

Sincerely,

  
Robert TEMEME

  
**FILED**  
95 MAY - 8 PM 2:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CERTIFICATE OF INCORPORATION  
OF

ALLIED PICTURES, CORP.

The undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of this corporation is:

ALLIED PICTURES, CORP.

ARTICLE II. NATURE OF BUSINESS

The nature of the business to be transacted by this corporation is: Photography, Production; Consulting; Investments; General Business; etc.

To conduct business in, have one or more officers in, and buy, hold, mortgage, sell, convey, lease, or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks, and licenses in the State of Florida, and in all other states and countries.

To conduct debts and borrow money, issue and sell or pledge bonds, debentures, notes, and other evidences of indebtedness, and execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required.

To purchase the corporate assets of any other corporation and engage in the same or other character of business.

To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge, or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government, and while owner of such stock, to exercise all rights, powers and privileges of ownership, including the right to vote such stock.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock this corporation is authorized to have outstanding at any time is: ONE THOUSAND (1000) shares of common stock having a nominal of \$1.00 par value.

ARTICLE IV. INITIAL CAPITAL

The amount of capital with which the corporation will begin business is: One Thousand (\$1000.00) Dollars.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

#### ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

#### ARTICLE VI. ADDRESS

The initial post office address of the initial office of this corporation in the state of Florida is:

5770 S.W. 55 St., Miami, FL 33155

The Board of Directors may, from time to time, move the principal office to any other address in Florida.

#### ARTICLE VII. DIRECTORS

The corporation shall have one Director initially.

The number of Directors may be increased or diminished from time to time, by by-laws adopted by the stockholders, but shall never be less than one.

#### ARTICLE VIII. INITIAL DIRECTORS AND OFFICERS

The name and post office addresses of the members of the first Board of Directors are:

1) NAME: Jean-Pierre Begon

ADDRESS: 5770 S.W. 55 St., Miami, FL 33155

OFFICE: President/Director/Treasurer

#### ARTICLE IX. SUBSCRIBERS

The name and post office address of each subscriber to these Articles of Incorporation are:

<u>NAME</u>	<u>ADDRESS</u>
Jean-Pierre Begon	5770 S.W. 55 St., Miami, FL 33155

#### ARTICLE X. REGISTERED OFFICE AND REGISTERED AGENT

The registered office of the corporation shall be:

5770 S.W. 55th St., Miami, Florida 33155

and the registered agent is:

Robert TEMEME

#### ARTICLE XI. AMENDMENTS

This Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' Meeting by a majority of the stock entitled to vote thereon.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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By: Jean-Pierre Begon

STATE OF FLORIDA   )  
                              : S.S  
COUNTY OF DADE    )

I HEREBY CERTIFY that on this day, before me, a Notary Public, duly authorized in the County and State above to take acknowledgements, personally appeared Jean-Pierre Begon to me known to be the person described as Subscriber in and who executed the foregoing Articles of Incorporation, for the purposes therein expressed.  
WITNESS my hand and official seal at Miami, Dade County, Florida, this 23 day of Nov, 1994.

Berta Padron  
Notary Public  
State of Florida at Large

My Commission Expires:



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MAY -8 PM 2:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING  
IS SUBMITTED:

ALLIED PICTURES, CORP., DESIRING TO ORGANIZE OR QUALIFY UNDER THE  
LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY  
OF MIAMI, STATE OF FLORIDA, HAS NAMED ROBERT TEMEME, WHOSE ADDRESS IS  
5770 S.W. 55th St., CITY OF MIAMI, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT  
SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE

TITLE

DATE

PRESIDENT

Jean. Pierre BEGON

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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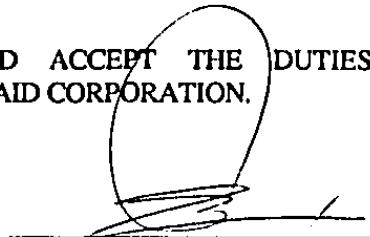
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HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE  
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I  
HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY  
WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND  
COMPLETE PERFORMANCE OF MY DUTIES.

I HEREBY AM FAMILIAR WITH AND ACCEPT THE DUTIES AND  
RESPONSIBILITIES AS REGISTERED AGENT FOR SAID CORPORATION.

DATE:

BY:



ROBERT TEMEME:  
REGISTERED AGENT