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**TINDERBOX FILMS
2511 PONCE DE LEON BLVD.
SUITE 314
CORAL GABLES, FLORIDA 33134
(305) 443-8709
Fax: 443-7177**

May 15, 1995

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****140.00 *****70.00

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee Florida
32399

VIA FEDERAL EXPRESS

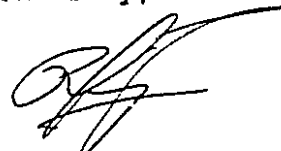
SUBJECT: QUEENS LANE FILMS, INC. AND REB FILMS, INC.

Enclosed is an original and one copy of the Articles of Incorporation of QUEENS LANE FILMS, INC. and REB FILMS, INC. and our check for \$140.00 each covering the filing fee and registered agent fee.

Please expedite the filing and return the stamped copy to:

RAUL A PUIG, ESQ.
TINDERBOX FILMS, INC.
2511 PONCE DE LEON BLVD.
SUITE 314
CORAL GABLES, FLORIDA 33134
TEL. (305) 443-8709

Sincerely,



Raul A. Puig, Esq.

FILED
95 MAY 16 AM 8:21
TALLAHASSEE, FLORIDA

SAB
5/18/95

ARTICLES OF INCORPORATION
OF
QUEENS LANE FILMS, INC.

FILED

95 MAY 16 AM 8:21

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation for profit under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I

Name

The name of the corporation is:

QUEENS LANE FILMS, INC.

ARTICLE II

Existence

The corporation's existence shall commence on the date of the filing of these Articles of Incorporation with the Division of Corporations of the Florida Department of State.

ARTICLE III

Purpose

The corporation is organized for the purpose of transacting any and all lawful business for which corporations may be formed under the Florida Business Corporation Act, and all amendments and supplements thereto, or any law enacted to take the place thereof (collectively, the "Act").

ARTICLE IV

Authorized Capital

The corporation is authorized to issue One Hundred (100) shares of common stock, with a par value of \$1.00 per share.

ARTICLE V

Address

The address of the principal office of the corporation, and its mailing address, is 249 Queens Lane, Palm Beach, Florida 33480.

ARTICLE VI

Registered Office and Agent

The street address of the corporation's initial registered office is 249 Queens Lane, Palm Beach, Florida 33480. The name of the initial registered agent at such office is John Maass, Esq.

ARTICLE VII

Indemnification

(a) The corporation shall indemnify, or advance expenses to, to the fullest extent authorized or permitted by the Act, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that such person: (i) is or was a director of the corporation; (ii) is or was an officer of the corporation, provided that such person is or was at the time a director of the corporation; or (iii) is or was serving at the request of the corporation as a director, officer, agent or employee of another corporation, partnership, joint venture, trust or other enterprise, provided that such person is or was at the time a director of the corporation.

(b) Except for those persons entitled to indemnification pursuant to subparagraph (a) of this Article VII, the Board of Directors of the corporation shall have, unless otherwise expressly prohibited by the Act, the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that such person is or was an officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

(c) Except for those persons entitled to indemnification pursuant to subparagraph (a) of this Article VII, no person may apply for indemnification or advancement of expenses to any court of competent jurisdiction.

ARTICLE VIII

Incorporator

(a) The name and address of the incorporator of the corporation are: John Maass, Esq., 249 Queens Lane, Palm Beach, Florida 33480.

(b) There shall be no initial Board of Directors. Until a Board of Directors is elected and shares are issued, the incorporator shall have all the rights and powers of a shareholder, including, without limitation, the power to elect a Board of Directors. The Board of Directors shall be elected as soon as convenient after filing these Articles.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 10th day of May, 1995.




John Maass, Esq.

ACCEPTANCE OF APPOINTMENT

AS

REGISTERED AGENT

I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation and state that I am familiar with, and accept, the obligations set forth in Sections 48.091 (2) and 607.0505 of Florida Statutes.



John Maass, Esq.

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TALLAHASSEE, FLORIDA