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TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399
FAX: (904) 922-4000

EMPIRE CORPORATE KIT COME
1492 W FLAGLER ST
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MIAMI FL 33135-02-
CONTACT: RAY STORMONT
PHONE: (305) 541-3694
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((H95000006710))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR F.P.A.
NAME: CINEMAGIC STUDIOS, INC.
FAX AUDIT NUMBER: H95000006710
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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
FOR
CINEMAGIC STUDIOS, INC.

(6)

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

ARTICLE I

The name of the corporation is CINEMAGIC STUDIOS, INC.

ARTICLE II

The initial street address of the corporation's principal office is 9497B Boca Gardens Circle South, Boca Raton, Florida, 33496.

ARTICLE III

The total number of shares of capital stock which the corporation shall be authorized to issue is 1000 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV

The amount of capital with which the corporation will begin is not less than \$500.00.

Steven B. Greenfield, Esq.
Fla. Bar. No. 897530
7000 W. Palmetto Park Road
Suite 407
Boca Raton, FL 33433
(407) 392-6391

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TALLAHASSEE, FLORIDA

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ARTICLE V

The corporation shall have perpetual existence.

ARTICLE VI

The Corporation may engage in any activity or business permitted under the laws of the United States and under the laws of the State of Florida.

ARTICLE VII

This Corporation shall have no less than one Director at any time. The number of Directors may be increased or diminished from time to time, By-Laws adopted by the Stockholders.

The name and post office address of the member of the first Board of Directors, who, subject to the provisions of these Articles of Incorporation, the By-Laws and the laws of the State of Florida shall hold office for the first year of the Corporation's existence, or until successors are elected and shall have qualified, is as follows:

Rory Fielding

9497B Boca Gardens Drive
South
Boca Raton, FL 33496

ARTICLE VIII

The name and address of the incorporator is:

Rory Fielding

9497B Boca Gardens Drive
South
Boca Raton, FL 33496

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ARTICLE IX

The name and address of the person signing these Articles of Incorporation as subscriber is:

Rory Fielding

9497B Boca Gardens Drive
South
Boca Raton, FL 33496

ARTICLE X

The Corporation shall have the power and authority to indemnify any officer or any shareholder or any former officer or shareholder to the fullest extent permitted by law.

ARTICLE XI

The corporation may be dissolved at any time by unanimous written consent of the shareholders. On dissolution, the corporate property and assets shall, after payment of all debts of the corporation, be distributed to the shareholders in proportion to the number of shares of stock in the corporation which each shareholder then owns.

ARTICLE XII

The name and post office address of the officers of the Corporation, who, subject to the provisions of these Articles of Incorporation, the By-Laws and the laws of the State of Florida shall hold office for the first year of the corporation's existence, or until their successors are elected and shall have qualified, is as follows:

PRESIDENT/TREASURER
SECRETARY:

Rory Fielding
9497B Boca Gardens Drive
South
Boca Raton, FL 33496

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IN WITNESS WHEREOF, I, the undersigned incorporator of this corporation, have executed these Articles of Incorporation at Boca Raton, Palm Beach County, Florida, on this 15th day of JUNE, 1995.



Gary Felding


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**CERTIFICATE DESIGNATING REGISTERED AGENT AND REGISTERED
OFFICE FOR THE SERVICE OF PROCESS WITHIN FLORIDA.**

In compliance with Section 48.091, Florida Statutes, the
following is submitted:

That CINEMAGIC STUDIOS, INC., desiring to organize or qualify
under the laws of the State of Florida has named Steven B.
Greenfield, Esquire, as its registered agent to accept service of
process within Florida, at: 7000 W. Palmetto Park Road, Suite 407,
Boca Raton, Florida, 33433.


Rory Fording
TITLE: President

Date: 6/15/95

Having been named registered agent to accept service of
process for the above stated corporation, at the place designated
in the certificate,

I, Steven B. Greenfield, hereby agree to act in that capacity
and further agree to comply with the provisions of all statutes
relative to the proper and complete performance of such duties.


Steven B. Greenfield

Dated: 6/15/95

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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