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SUITE 2  
LAKE WORTH, FLORIDA 33460

J. K. KIVISTO, ESQ.  
MEMBER OF  
FLORIDA, ILLINOIS AND ONTARIO BARS

TELEPHONE (407) 588-5328  
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**P95000047174**  
June 9, 1995

Corporate Records Bureau  
Division of Corporations  
Department of State  
P.O. Box 6327  
Tallahassee, FL 32301

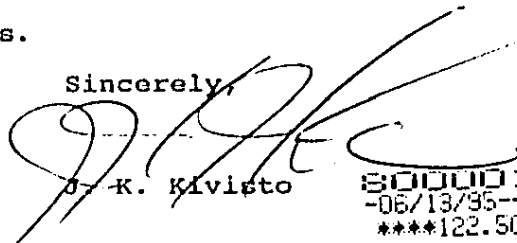
RE: Polyphon Films USA, Inc.

Gentlemen:

Enclosed please find an original and one copy of the Articles of Incorporation for the Above-named corporation. Please file the original and return the certified copy to this office. Enclosed is our check for \$122.50 for the filing fee.

Best regards.

Sincerely,



J. K. Kivisto

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-06/13/95--01068--015  
\*\*\*\*122.50 \*\*\*\*122.50

JKK:jl  
Enclosures

*DMC 6/16/95*

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55 JUN 13 PM 4:23  
STATE  
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
POLYPHON FILMS USA, INC.

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

ARTICLE I - NAME

The name of this corporation is POLYPHON FILMS USA, INC.

ARTICLE II - PURPOSE

The Corporation is organized for the purpose of transacting any and all business permitted under the laws of the State of Florida and the United States of America.

ARTICLE III - CAPITAL STOCK

This Corporation is authorized to issue Seven Thousand Five Hundred (7,500) Shares of Ten Dollar (\$10.00) par value common stock.

ARTICLE IV - INITIAL PRINCIPLE OFFICE

The street address of the initial principle office of the Corporation is 201 S. Orange Avenue, Suite 950, Orlando, Florida 32801-3421.

ARTICLE V - INITIAL REGISTERED AGENT

The name and address of the initial Registered Agent of this Corporation is Jussi K. Kivisto, 1010 Tenth Avenue North, Suite 2, Lake Worth, Florida 33460.

ARTICLE VI - BOARD OF DIRECTORS

The business and affairs of this Corporation shall be managed and shall be under the direction of the directors of the corporation. Directors need not be residents or citizens of the State of Florida. The directors may take action by written consent without a meeting as provided by law.

#### ARTICLE VII - INDEMNIFICATION

The Corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporate Act, as the same may be amended and supplemented, indemnify any and all of its officers, directors, employees, agents and any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any By-Law, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

#### ARTICLE VIII - INCORPORATOR

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

Jussi K. Kivisto, 1010 Tenth Avenue North, Suite 2, Lake Worth, Florida 33460

#### ARTICLE IX - AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

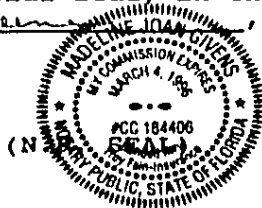
IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 5<sup>th</sup> day of June, 1995.

  
Jussi K. Kivisto

STATE OF FLORIDA                    )  
  ) SS:  
COUNTY OF PALM BEACH            )

BEFORE ME, a Notary Public authorized to take acknowledgements, in the State and County aforesaid, personally appeared **Jussi K. Kivisto**, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid this 8 day of January, 1995.



Madeline Joan Givens  
Notary Public, State of  
Florida at Large

Personally Known X OR Produced Identification \_\_\_\_  
Did \_\_\_\_ Did Not X Take an Oath  
Identification Produced: \_\_\_\_\_

FILED

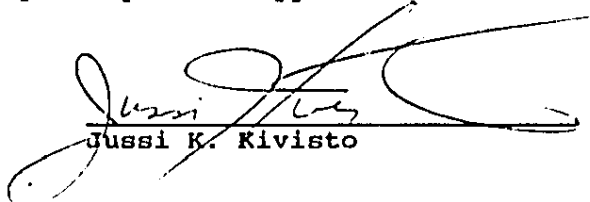
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

DESIGNATION AND ACCEPTANCE  
OF REGISTERED AGENT

POLYPHON FILMS USA, INC. hereby appoints **Jussi K. Kivisto** to act as Registered Agent for the purpose of accepting service of process in accordance with the provisions of Florida Statute Chapter 607.

The undersigned does hereby accept such appointment.

  
Jussi K. Kivisto