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CARL F. JENKINS, P.A.
MARTIN F. BEGAL, P.A.
MILLER WALTON (1901-1987)
WILLIAM C. LANTAFF (1913-1970)

ANTHONY A. BALASSO
HARVEY D. GINSBURG
GEOFFREY B. MARKS

June 29, 1995

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32301

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***122.50 ***122.50

Re: Dream Makers Productions,
Articles of Incorporation
Our File No. 3644

Gentlemen:

On behalf of the above referenced corporation, I enclose herewith original and one (1) copy of the executed, notarized Articles of Incorporation, together with our firm check in the amount of \$122.50.

Please cause the original copy of the Articles of Incorporation to be filed among the corporate records of the State of Florida. Please return the copy to the undersigned, together with your certificate that this is a certified copy of the original Articles of Incorporation.

The check enclosed herein is in payment of the following fees or charges:

Filing Fee	\$35.00
Certified Copy Fee	52.50
Resident Agent Fee	35.00
TOTAL	\$122.50

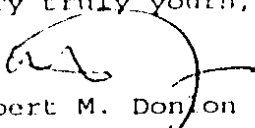
*Called Kim [unclear] 7/11/95
- [unclear] in [unclear] resident
agreement re Dream Makers*

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Corporate Records Bureau
June 29, 1995
Page 2

Thank you for your attention to this matter.

Very truly yours,


Robert M. Donjon

RMD:kfp
Enclosures

cc: Holly Payberg-Torroiya
Diego Torroiya
Amy Tarr

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55 JUL -3 AM 11:16

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
DREAM MAKERS PRODUCTIONS, INC.

PREAMBLE

We, the undersigned, do hereby associate ourselves under the following Articles, for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of the Corporation shall be:

DREAM MAKERS PRODUCTIONS, INC.

ARTICLE II

PRINCIPAL OFFICE

The principal office of the Corporation shall be:

1945 Park Avenue, Suite 9
Miami Beach, Florida 33139

ARTICLE III

GENERAL NATURE OF BUSINESS

The general nature of the business to be transacted by this Corporation is:

(1) To produce film and video presentations for television, movies or private use.

(2) Engaging in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV

CORPORATE POWERS

This Corporation shall have all powers now and hereafter granted corporations for profit under the laws of the State of Florida, including the Emergency Powers included in §607.0303, Florida Statutes.

ARTICLE V

CAPITAL STOCK

(1) This corporation shall be authorized to have outstanding at any time a maximum of 6,000 shares of stock of the par value of \$1.00.

(2) Shares of stock may be issued in consideration of the payment of the entire purchase price or only part of the purchase price, as may be determined by the Board of Directors which payment may be made in cash, property, or in services. Shares issued in consideration of the payment of only part of the purchase price:

(a) Shall be subject to calls thereon, in amounts and at such times as the Board of Directors may determine until the whole thereof shall have been paid; and

(b) Shall participate in dividends upon the basis of the amount actually paid on the respective shares; and

(c) Certificates issued therefor shall bear endorsement as to the actual amount paid thereon.

(3) No stock in this corporation shall be sold or transferred other than by operation of law, unless and until the record owner thereof shall have given written notice, by certified mail, to the corporation at its principal office, setting forth a desire to sell such stock, together with the price, terms and conditions upon which said stock shall be offered for sale. The corporation, if it elects, or its stockholders, if it shall not elect, shall have an exclusive right to purchase said stock at the price and upon the terms and conditions set forth in said notice at any time within thirty (30) days of the corporation's receipt thereof. Upon failure of the corporation or its stockholders to exercise such rights within such thirty (30) day period, said stock may be offered for sale to others, but only at the price and upon the terms and conditions stated in said notice.

4. Anything to the contrary notwithstanding, the original subscribers hereto shall, prior to issue of certificates therefor, have the right to assign their stock subscriptions without regard to the limitations on stock transfers contained in Section (3) above.

ARTICLE VI

REQUIRED CAPITAL

This corporation shall begin business with a capital of not less than Five Hundred (\$500.00) Dollars.

ARTICLE VII

TERM OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE VIII

DIRECTORS

(1) The business of this corporation shall be conducted by a Board of Directors consisting of three (3) or more Directors, who shall be elected in accordance with the By-Laws.

(2) Members of the Board of Directors or an Executive Committee of such Board will be deemed present and may conduct business at any meeting of such Board or Committee by means of a conference telephone or similar communication equipment if used so that all persons participating in the meeting can hear each other.

(3) The name and street address of the members of the first Board of Directors of this corporation, who shall hold office for the first year of its existence or until their successors are elected and qualified are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Holly Payberg-Torroija	1945 Park Avenue, #9 Miami Beach, FL 33139
Amy Tarr	1500 Bay Road, #1428 Miami Beach, FL 33139

1995-06-21

1945 Park Avenue, #9
Miami Beach, FL 33139

ARTICLE IX

STREET ADDRESS AND DESIGNATION OF REGISTERED AGENT

That, DREAM MAKERS PRODUCTIONS, INC., desiring to organize under the laws of the State of Florida has designated its initial registered office as 1945 Park Avenue, Suite 9, Miami Beach, Dade County, Florida, and has named Diego Torroiija as its initial Registered Agent who is located at such address.

ARTICLE X

SUBSCRIBER

The name and residence address of the Subscriber to these Articles of Incorporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Holly Payberg-Torroiija	1945 Park Avenue, #9 Miami Beach, FL 33139

ARTICLE XI

SCOPE OF ARTICLES

The provisions of these Articles, and amendments thereto, and each and every Article and Section thereof, and the provisions of the By-Laws and amendments thereof, shall be considered a part of every contract and transaction to which this corporation shall be a party. Every person, association and/or corporation dealing with this corporation is hereby charged with notice and knowledge of the powers and limitations of powers of this corporation.

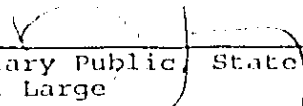
WITNESS my hand and seal this 21st day of June, 1995.

Holly Payberg-Torroiija (SEAL)
HOLLY PAYBERG-TORROIJA

STATE OF FLORIDA
COUNTY OF DADE

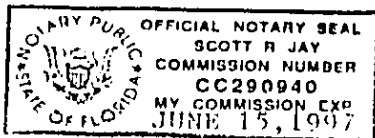
BEFORE ME, the undersigned authority, personally appeared HOLLY PAYBERG-TORROJIA, to me well known to be the person described in and who executed and subscribed to the foregoing Articles of Incorporation, and she acknowledged before me that she executed and subscribed the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Miami, in said County and State, this 23rd day of June, 1995.



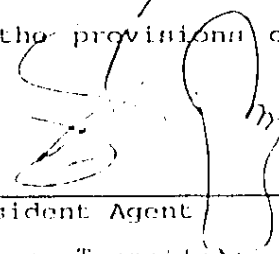
Notary Public, State of Florida
at Large

My commission expires:



ACKNOWLEDGMENT OF RESIDENT AGENT

Having been named to accept Service of Process for DREAM MAKERS PRODUCTIONS, INC., at place designated in ARTICLE IX of the attached Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of said act relative to keeping open said office.



Resident Agent

(Diego Torroja)

(SEAL)

FILED
55 JUL - 2 AM 11:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA