

P95000065207

Joseph F. Kuveikis, Esquire

4380 Althea Way
Palm Beach Gardens, FL 33410
(407) 874-6263

August 14, 1995

Department of State
Division of Corporations
P O Box 6327
Tallahassee, FL 32314

800001566348
-08/22/95--01090--008
****122.50 ****122.50

To Whom it May Concern

Enclosed for filing are copies of Articles of Incorporation for Final Frame Entertainment Group, Inc. Also enclosed is a check in the amount of \$122.50 for the filing fee. Please send the Articles to the following address:

Joseph F. Kuveikis
4380 Althea Way
Palm Beach Gardens, FL 33410

If further information is necessary, please contact me at (407) 626-0349. Thank you

Sincerely yours,

Joseph F. Kuveikis

Joseph F. Kuveikis

AUG 23 1995 852

FILED
95 AUG 22 PM 12:16
TALLAHASSEE, FL 32304

ARTICLES OF INCORPORATION FILED
OF
FINAL FRAME ENTERTAINMENT GROUP, INC. 95 DEC 22 PM 12:16

ARTICLE I - NAME

The name of this corporation shall be FINAL FRAME ENTERTAINMENT GROUP, INC.

ARTICLE II - DURATION

This corporation shall commence existence immediately upon filing these Articles of Incorporation and shall exist perpetually thereafter unless dissolved according to law.

ARTICLE III - PURPOSE & POWERS

Except as restricted by these Articles of Incorporation, this corporation is organized for each and every legal and lawful purpose for which a corporation may be organized under Florida law.

Except as restricted by these Articles of Incorporation, this corporation shall have and may exercise all powers and rights which a corporation may exercise under Florida law or under the laws of the United States of America.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue ONE THOUSAND (1,000) shares of ONE DOLLAR (\$1.00) par value common stock, which shall be designated "COMMON SHARES."

ARTICLE V - PRINCIPAL OFFICE

The principal office of this corporation is 746 Ardmore Road, West Palm Beach, FL 33401.

This Document prepared by:
Joseph F. Kuveikis, Esquire
4380 Althea Way
Palm Beach Gardens, FL 33410
(407) 626-0349
FL Bar No.: 0005381

ARTICLE VI - INITIAL REGISTERED AGENT AND OFFICE

The initial registered agent and office for this corporation are:

JAMES P. MOORES
746 Ardmore Road
West Palm Beach, FL 33401

ARTICLE VII - INCORPORATOR

The name and address of the person signing these articles of incorporation as incorporator are:

JAMES P. MOORES
746 Ardmore Road
West Palm Beach, FL 33401

ARTICLE VIII - BOARD OF DIRECTORS

This corporation shall have an initial Board of Directors consisting of one (1) Director. The number of Directors may be changed from time to time by the Bylaws of the corporation, provided that the Board of Directors shall at all times have no less than one (1) Director.

ARTICLE IX - BYLAWS

The Bylaws of this corporation may be adopted, amended, altered or repealed by the Board of Directors.

ARTICLE X - INDEMNIFICATION

This corporation may indemnify its officers and directors to the fullest extent permitted under Florida law.

ARTICLE XI - AMENDMENT

This corporation reserves the right to amend, alter or repeal any provision contained in these articles of incorporation by majority vote of the shareholders of the corporation, provided that the same be accomplished in accordance with the Florida General Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these articles of incorporation this 10 day of August, 1995.

James P. Moores
JAMES P. MOORES

STATE OF FLORIDA)

COUNTY OF PALM BEACH)

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to take oaths and acknowledgments in the state and county aforesaid, personally appeared JAMES P. MOORES who is personally known to me and he acknowledged before me that he executed the same.

WITNESS my hand and seal this 10 day of August, 1995.

Notary Public
NOTARY PUBLIC

my commission expires:

NOTARY PUBLIC STATE OF FLORIDA
COMMISSION EXPIRES: OCT. 22, 1995
BIOGRAPHIC AND PUBLIC INFORMATION

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

The following is submitted as required under Section 48.091,
Florida Statutes:

That FINAL FRAME ENTERTAINMENT GROUP, INC. desiring to
organize under the laws of the State of Florida, with its principal
place of business in Palm Beach County, Florida, has named James P.
Moore, 746 Ardmore Road, West Palm Beach, FL 33401, as the
corporation's registered agent to accept service of process within
the State of Florida.

Date: Aug 10, 1995

James P. Moore
JAMES P. MOORE

That, having been named to accept service of process for the
corporation named above, at the place designated in this
certificate, I hereby agree to act in such capacity and to comply
with all provisions contained in the Florida Statutes concerning
the proper and complete performance of my duties as registered
agent.

Date: Aug 10, 1995

James P. Moore
JAMES P. MOORE
Registered Agent

FILED
95 AUG 22 PM 12:16
CLERK OF COURT
PALM BEACH COUNTY
FLORIDA

P95000065207

Final Frame Entertainment Group Inc.,
746 Ardmore Road
West Palm Beach, FL 33401
(561) 833-5781/Fax: (561) 655-4190

State of Florida
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

April 30, 1997

Re: Final Frame Entertainment Group Inc., Doc No. 95000065207, FEI No. 65-0612523

Final Frame is out of business and the venture to make a low-budget movie incorporated on Aug. 22, 1995 never issued shares, made any money or otherwise got off the ground.

Enclosed is an article of dissolution, effective immediately. All debts have been paid and the Final Frame bank account has been closed.

A check to cover the filing fee and for two certified copies of the dissolution in the amount of \$140 is also enclosed.

Regards,

000002163150--2
-05/02/97--01053--010
****140.00 ****140.00


James P. Moores
President/Secretary

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 MAY -2 PM12:08

FILED

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LFT

5-8-97

ARTICLES OF DISSOLUTION

FILED
97 MAY -2 PM 12:09

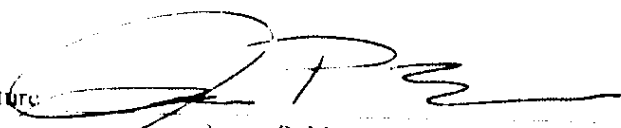
SECRETARY
TALLAHASSEE

Pursuant to 607 (40) Florida Statutes, this Florida profit corporation submits the following articles of dissolution

- FIRST The name of the corporation is Final Frame Entertainment Group, Inc
- SECOND The articles of incorporation were filed on Aug. 27, 1995
- THIRD None of the corporation's shares have been issued
- FOURTH No debt of the corporation remains unpaid
- FIFTH The net assets of the corporation remaining after winding up have been distributed to the shareholders, if shares were issued
- SIXTH Adoption of Dissolution was authorized by a majority of the directors

Signed this 29 day of April, 1997

Signature


James P. Moores, President and Secretary