



9500066767

ACCOUNT NO. : 072100000032

REFERENCE : 666286 157603A

AUTHORIZATION :

COST LIMIT : * 70.00

ORDER DATE : August 21, 1995

ORDER TIME : 10:13 AM

ORDER NO. : 666286

CUSTOMER NO: 157603A

CUSTOMER: William O'dowd, Esq
WILLIAM O'DOWD, ESQ

Suite 400
200 South Biscayne Boulevard
Miami, FL 33131

DOMESTIC FILING

Keep today

NAME: LEADER FILMS USA, INC.

- ARTICLES OF INCORPORATION
- CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Prezeau

EXAMINER'S INITIALS: _____

95 AUG 29 PM 1:59
SECRETARY OF STATE
TALLAHASSEE, FL 32310

FILED

T. BROWN AUG 29 1995

ARTICLES OF INCORPORATION
OF
LEADER FILMS USA, INC.

FILED
95 AUG 29 PM 2:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

LEADER FILMS USA, INC.

The address of the principal office of this corporation shall be 200 South Biscayne Boulevard, Suite 400, Miami, Florida 33131, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. OFFICERS

The name and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Raffaello Monteverde Chairman/Pres.	200 South Biscayne Boulevard, Suite 400 Miami, Florida 33131
Cristina Zucchiatti Sec.	Same

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of Corporation Service Company, has hereunto set their hand and seal of Corporation Service Company on August 29, 1995.

CORPORATION SERVICE COMPANY

By: *Gail Shelby*
Its Agent, Gail Shelby

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

CORPORATION SERVICE COMPANY

By: *Gail Shelby*
its Agent, Gail Shelby

KBR/mjp

P95000066767

5885 S.W. 114 Terrace
Miami, FL 33156-5028
April 29, 1996

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

Re: Leader Films USA, Inc.
Document No. P95000066767

To Whom It May Concern:

Please be advised that the corporate mailing address for the captioned corporation has been changed to:

Leader Films USA, Inc.
c/o William H. O'Dowd IV
5885 S.W. 114 Terrace
Miami, FL 33156-5028

It would be appreciated if your records would be changed so that all future mailings will be to this address. Thank you very much.

Sincerely,

LEADER FILMS USA, INC.


William H. O'Dowd IV
Chief Executive Officer

SO

P95000066767

WILLIAM H. O'DOWD IV
ATTORNEY AT LAW

Suite 1155
1717 N. Bayshore Drive
Miami, Florida 33132

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____ (Corporation Name) (Document #)
2. _____ (Corporation Name) (Document #)
3. _____ (Corporation Name) (Document #)
4. _____ (Corporation Name) (Document #)

- Walk in Pick up time _____ Certified Copy
 Mail out Will wait Photocopy Certificate of Status

95 DEC 30 PM 1:58
 SECRETARY OF STATE
 TALLAHASSEE FLORIDA
 FILED

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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-12/31/96--01014--017
*****35.00 *****35.00

Corrected per Mr. O'Dowd

1/13
Jerry
Vol. Diss

Examiner's Initials	
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ARTICLES OF DISSOLUTION

FILED

Pursuant to 607.1401, Florida Statutes, this Florida profit corporation submits the articles of dissolution:

DEC 27 1996 PM 1:58
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FIRST: The name of the corporation is: LEADER FILMS USA, INC.

SECOND: The articles of incorporation were filed on: August 29, 1995

THIRD: (CHECK ONE)

- None of the corporation's shares have been issued.
- The corporation has not commenced business.

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 (CHECK ONE)

- A majority of the incorporators authorized the dissolution.
- A majority of the directors authorized the dissolution.

Signed this 27th day of December, 19 96.

Signature William H. O'Dowd IV
(By the chairman or vice chairman of the board, president, or other officer - if there are no officers or directors, by an incorporator.)

William H. O'Dowd IV, Esq.
(Typed or printed name)

Chairman
(Title)