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BOYNTON BEACH, FLORIDA

PLEASE REPLY TO:

(4) NAPLES OFFICE
SUITE 200
380 FIFTH AVENUE SOUTH
NAPLES, FLORIDA 33940
(813) 282-7748
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(1) FORT MYERS OFFICE
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FORT MYERS, FLORIDA 33919-4873
(813) 433-4240
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(1) CAPE CORAL OFFICE
SUITE 205
909 S.E. 47TH TERRACE
CAPE CORAL, FLORIDA 33904-9000
(813) 549-3141
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September 15, 1995

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

RE: MMC PICTURES, INC.

Dear Sir/Madam:

Enclosed are the Articles of Incorporation for the above-named corporation, (original and one copy) along with our check in the total amount of \$70.00 for filing (certified copy not required). Please return the file-stamped copy of the Articles to this office at your earliest convenience.

Sincerely,

AMATO, ANDERSON, NICKEL & WEBER

Linda Brand for
Gudrun M. Nickel

GMN/lrb

Enclosure

95 SEP 18 PM 4:19

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9-20-98

**ARTICLES OF INCORPORATION
OF
MMC PICTURES, INC.**

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95 SEP 18 PM 4: 19

The undersigned hereby adopt the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida:

ARTICLE I - Name

The name of the corporation is **MMC PICTURES, INC.** The principal place of business of the corporation is 501 Goodlette Road North, Naples, Florida 33940. The mailing address of the corporation is P.O. Box 8726, Naples, Florida 33941.

ARTICLE II - Commencement and Duration

The corporation is to commence its corporate existence on the date of filing, and shall exist perpetually thereafter until dissolved according to law.

ARTICLE III - Purpose

The corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV - Stated Capital - Classes of Stock

The corporation is authorized to issue 1000 shares of common stock at \$1.00 par value.

ARTICLE V - Special Provisions

The corporation hereby makes the IRC 1244 election.

ARTICLE VI - Stock Ownership

In the event stock is held jointly by more than one person or entity, one owner of that jointly-held stock shall be designated as the owner authorized to cast his or her vote.

ARTICLE VII - Board of Directors

All corporate powers shall be exercised by and under the authority of, and the business and affairs of the corporation shall initially be managed under the direction of, the board of directors of corporation. There shall be one (1) initial director as follows:

MANFRED BUND

c/o Frisco
Uracherstr. 8
D-73240 Wendlingen
GERMANY

ARTICLE VIII - Officers

The initial officer(s) of the corporation shall be as follows:

MANFRED BUND - President/Secretary/Treasurer

ARTICLE IX - Indemnification

The corporation shall indemnify any officer or director, or person exercising powers and duties of an officer or director, to the full extent now or hereafter permitted by law.

ARTICLE X - Bylaws

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors.

ARTICLE XI - Pre-emptive Rights

Every shareholder, upon the issuance of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share at the price at which it is offered to others.

ARTICLE XII - Amendment

The Articles of Incorporation may be amended at any time pursuant to the requirements of Florida Statutes, at any regular meeting or at a special meeting called for that purpose.

ARTICLE XIII - Incorporator

The name and address of the Incorporator to these articles of incorporation is:

Gudrun Maria Nickel, P.A. 350 Fifth Avenue South #200
Naples, Florida 33940

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ARTICLE XIV - Initial Registered Office and Agent

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The street address of the initial registered office of the corporation is 350 Fifth Ave. ^{FLORIDA} South, #200, Naples, Florida 33940, and the name of the initial registered agent of the corporation at that address is GUDRUN MARIA NICKEL, P.A.

IN WITNESS WHEREOF, the undersigned, as incorporator, hereby executes these articles of incorporation this 15th day of September, 1995.

GUDRUN MARIA NICKEL, P.A.

By: [Signature]

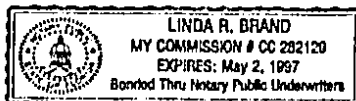
GUDRUN M. NICKEL, President

STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was subscribed to before me this 15th day of Sept., 1995, by GUDRUN M. NICKEL, President of GUDRUN MARIA NICKEL, P.A., to me personally known (or who produced _____ as identification), who stated under oath that she is the person described in and who executed said instrument for the purposes therein expressed.

My Commission Expires:

MAY 2, 1997
Notary Stamp/Seal



Linda R. Brand

Notary Public

LINDA R. BRAND
Type or Print Notary Name
Notary Number: CC 282129

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.

GUDRUN MARIA NICKEL, P.A.

BY: [Signature]

GUDRUN M. NICKEL, President

P95000072626

EURO-AMERICAN CONSULTING, INC.
4001 Tamiami Trail North, Suite 265, Naples, FL 34103
Tel. (941) 435-2477, Fax (941) 435-0788

Naples, October 11, 1996

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

Re: MMC Pictures, Inc.

Dear Sirs:

Please note that the mailing address of the above mentioned company has changed and will be as follows:

c/o Euro-American Consulting, Inc.
4001 Tamiami Trail North
Suite 265
Naples, FL 34103

Sincerely,

EURO-AMERICAN CONSULTING, INC.



Rainer N. Filthaut

10/15