

P96000005408
Law Offices

MONTERO, FINIZIO, VELASQUEZ AND WEISSING, P.A.

200 SOUTHEAST NINTH STREET
FORT LAUDERDALE, FLORIDA 33316

Hiram M. Montero*
Paul G. Finizio
Carlos A. Velasquez
Matthew D. Weissing
Jamil J. Finizio-Bacumbe
Edward Montoya
Carlos J. Reyes
Mara Shlackman

Abraham I. Harkavy**
of Counsel

* Member of Florida
and Illinois Bars

** Admitted in
New Jersey

BROWARD (305) 767-0500
BOCA (407) 998-9467
FAX (305) 766-2090

2000 S.W. THIRD AVENUE
SUITE 300
MIAMI, FLORIDA 33129

5200 TOWN CENTER CIRCLE
SUITE 301
BOCA RATON, FLORIDA 33486
BY APPOINTMENT ONLY

CALLE 9B NO. 11-51 #203
BOGOTA, COLOMBIA, S.A.
TEL. 5161005 OR 9491020
BY APPOINTMENT ONLY

PLEASE REPLY TO
FT. LAUDERDALE OFFICE

January 12, 1996

VIA FEDERAL EXPRESS
Secretary of State
State of Florida
Divisions of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

EFFECTIVE DATE
1-12-96

Re: Incorporation of CJL Entertainment, Inc.

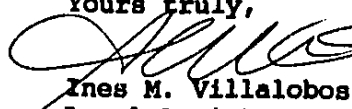
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Dear Sir or Madam:

Enclosed herewith please find two (2) original Articles of Incorporation for each corporation, along with our checks for filing same in the amount \$ 122.50. Please return one of the original in enclosed self-addressed envelope.

Thank you for your attention to this matter.

Yours truly,


Ines M. Villalobos
Legal Assistant
For the Firm

CJR.93/iv

FILED
96 JAN 16 AM 9:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JAN 18 1996 BSB

ARTICLES OF INCORPORATION

OF

CJL ENTERTAINMENT, INC.

FILED

96 JAN 16 AM 9:51

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator of a Florida corporation under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, and other laws of the State of Florida hereby adopts the following Articles of Incorporation for such Corporation:

ARTICLE I

NAME

The name of the Corporation is CJL ENTERTAINMENT, INC.

ARTICLE II

DURATION

EFFECTIVE DATE
1-10-96

The Corporation shall have perpetual existence, effective January 10, 1996.

ARTICLE III

PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business for which this Corporation may be incorporated under the laws of the State of Florida.

ARTICLE IV

CAPITAL STOCK

The maximum number of shares the Corporation is authorized to issue and have outstanding at any one time is One Hundred Thousand (100,000) shares of One Dollar (\$1.00) par value Common Stock.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 200 S.E. 3rd Avenue, Fort Lauderdale, Florida 33316, and the name of the initial Registered Agent of the Corporation at that address is Carlos J. Reyes, Esq. of Montero, Finizio, Velasquez & Weissing, P.A..

ARTICLE VI

INITIAL CORPORATE OFFICE

The street address of the initial corporate office is 1439 N.E. 53 Street, Fort Lauderdale, FL 33334.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

The Corporation shall initially have two (2) directors to hold office until the first annual meeting of shareholders and their successors shall have been duly elected and qualified, or until their earlier resignation, removal from office or death. The number of directors may be either increased or decreased from time to time in accordance with the Bylaws of the Corporation. The name and address of the initial directors of the Corporation is:

| <u>NAME</u> | <u>ADDRESS</u> |
|----------------|---|
| Juan Camandona | 1439 N.E. 53 Street Ft. Lauderdale, FL 33334 |

Chris Camandona

1439 N.E. 53 Street
Ft. Lauderdale, FL 33334

ARTICLE VIII

INCORPORATOR

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

Chris Camandona
1439 N.E. 53 Street
Ft. Lauderdale, FL 33334

ARTICLE IX

AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the Directors and all of the Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation can be made.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 9th day of January, 1996.


CHRIS CAMANDONA
Incorporator

STATE OF FLORIDA

COUNTY OF BROWARD

)
)SS
)

BEFORE ME, the undersigned authority, authorized to take acknowledgements in the State and County set forth above, personally appeared CHRIS CAMANDONA, known to be and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 9th day of January, 1996.

Name: Diana Pizarro Diana Pizarro
Commission No.: _____
Notary Public
State of Florida at Large

My commission Expires:



DIANA PIZARRO
My Commission CC462973
Expires Sep. 07, 1998

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I hereby accept the appointment as the initial Registered Agent of CJL ENTERTAINMENT, INC., as made in the foregoing Articles of Incorporation. I hereby am familiar with and accept the duties and responsibilities of Resident Registered Agent for said corporation.

Date: 1/9/96

By:


CARLOS J. REYES, ESQ.
Registered Agent

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

FILED

96 JAN 16 AM 9:52

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 48.091, Florida Statutes, the following is submitted in compliance therewith:

That CJL ENTERTAINMENT, INC., desiring to organize under the laws of the State of Florida, with its principal office as indicated in its Articles of Incorporation, in the County of Broward, State of Florida, has named Carlos J. Reyes, Esq., of 200 S.E. 9th Street, Fort Lauderdale, Florida 33316, as agent to receive service of process within this State.

ACKNOWLEDGEMENT:

Having been named to receive Service of Process for the above-named Corporation at the place designated in this Certificate, I hereby agree to act in this capacity, and to agree to comply with the provision of said Act relative to keeping open said office.


CHRIS CAMANDONA

ARTINC.CJL