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((H96000003181))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: CASINO/INGRIA ENTERTAINMENT, INC.

FAX AUDIT NUMBER: H96000003181

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ARTICLES OF INCORPORATION

of

CASINO/INGRIA ENTERTAINMENT, INC.

The undersigned acknowledge and file in the office of the Secretary of State of the State of Florida, for the purposes of forming a corporation for profit, in accordance with the laws of the State of Florida, these Articles of Incorporation, as by law provided.

ARTICLE I

NAME:

The name of this Corporation shall be:

CASINO/INGRIA ENTERTAINMENT, INC.

ARTICLE II

DURATION:

The term of existence of the corporation is perpetual.

ARTICLE III

PURPOSE:

The general purpose of the business or businesses to transacted by this Corporation shall be:

To transact any and all lawful business for which corporations may be incorporated under the laws of the state of Florida, including but not limited to, the production of the feature length film "East of Overtown"

Arthur J. Morburger  
Law offices of Arthur J. Morburger  
Penthouse One  
155 South Miami Avenue  
Miami, Florida 33130  
(305) 374-3373

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Without limiting any of the objects and powers of the corporation, it is expressly declared and provided that the Corporation, to carry on its business, or for the purpose of accomplishing any of the objects hereinabove mentioned, shall have the power to make and perform contracts of any kind and description, to do any and all other acts and things and to exercise any and all other powers, either as principal, agent or broker, confirmed by the laws of Florida upon corporations formed under the law of the State, and which now or hereafter may be authorized by law.

#### ARTICLE VI

#### SHARES:

The authorized capital stock of this corporation shall consist of Two Hundred Shares (200) of common stock with a One Dollar (\$1.00) par value.

#### ARTICLE V

#### REGISTERED OFFICE AND RESIDENT AGENT:

The initial street address of the Corporation's principal business is 1205 NE 91st Street, Miami Fl. 33138. The initial Registered Agent for the corporation is Robert M. Ingria. The initial Registered Agent address is: 1209 NE 91st Street, Miami Fl. 33138.

#### Acceptance

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate in article V, herein above, the undersigned hereby accepts to act in this capacity, and agrees to comply with the provision of said act relative to keeping open said office.



Robert M. Ingria  
Registered Agent for  
Service and Process

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ARTICLE VI

INCORPORATOR:

The name and address of the Incorporator is: Robert M. Ingria, 1208 NE 91st Street, Miami Fl. 33138.

ARTICLE VII

DIRECTORS:

The Corporation shall have not less than one (1) Director as provided by the By-Laws.

ARTICLE VIII

BOARD OF DIRECTORS:

The number of directors consisting of the first Board of Directors of the Corporation is, one. The director is: Robert M. Ingria, 1208 NE 91st Street, Miami Fl. 33138.

ARTICLE IX

OFFICERS:

Robert Michael Ingria	-	President
Leo Casino	-	Vice President
Robert Michael Ingria	-	Secretary/Treasurer

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**ARTICLE X****GENERAL PROVISIONS:**

- a) The private property of the shareholders shall not be subject to the payment of any corporate debts to any extent whatsoever.
- b) Subject to the provisions and conditions of this Article, the Corporation shall have full power and lawful authority to accept property, labor and services in payment for shares of its capital stock in lieu of cash, at a just valuation to be fixed by its Board of Directors.
- c) The director of the Corporation may transact business, borrow, lend, or otherwise deal or contract with the Corporation to the full extent and subject only to the limitations and provisions of the laws of the State of Florida and the laws of the United States.
- d) The Corporation shall indemnify any director and officer of the Corporation against all or any part of any expenses reasonably incurred by him in connection with or arising out of any action, suit or proceeding in which he may be involved, by reason of his being or having been an officer or director of the Corporation (whether or not he continues to be an officer or director at the time of incurring such expenses), to the full extent permitted by and subject only to the limitations and provisions of the laws of the State of Florida and the laws of the United States. This provision

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may be entitled under any By-Laws, agreements, vote of shareholders or disinterested directors or otherwise, both as to action in his official capacity and is to continue as to any person who has ceased to be a director or officer, and shall inure to the benefit of the heirs, executors and administrators of such a person

SUBSCRIBED at Miami, Florida, this 5 day of March, 1996.

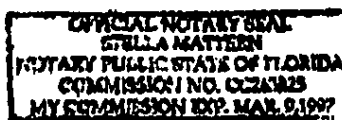
  
Incorporator  
Robert M. Ingria

STATE OF FLORIDA)  
COUNTY OF DADE )

The foregoing Articles of Incorporation were acknowledged before me on this 5th day of March, 1996

  
Notary Public, State of Florida  
at Large

My commission Expires:



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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
(Seal)

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