

P960000 31344

Registrant's Name  
 Robert M. Ingria (305)760-5000  
 R.M.I. Entertainment  
 1200 N.E. 91st Street  
 Miami, FL 33161

City/State/Zip Phone #

600001771366  
 -04/05/96--01098--007  
 \*\*\*\*\*70.00 \*\*\*\*\*70.00

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   
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  Certificate of Status

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NEW FILINGS	
<input type="checkbox"/>	Profit
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<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

H/10/96  
 TB

Examiner's Initials	
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ARTICLES OF INCORPORATION

of

CASINO/INGRIA FILMS, 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 FILMS, 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.

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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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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 authorized by law.

#### ARTICLE VI

#### SHARES:

The authorized capital stock of this corporation shall consist of One Hundred Shares (100) 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 principle business is 1660 NE 150th Street, Apt# 203 N. Miami Fl. 33181. The initial Registered Agent for the corporation is Jeffrey Scholnick. The initial Registered Agent address is: 1660 NE 150th Street, Apt# 203 N. Miami Fl. 33181.

#### Acceptance

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate in articule 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.

  
\_\_\_\_\_  
Jeffrey Scholnick  
Registered Agent for  
Service and Process

ARTICLE VI

INCORPORATOR:

The name and address of the incorporator is: Jeffrey Scholnick, 1660 NE 150th Street, Apt# 203 N. Miami Fl. 33181.

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: Jeffrey Scholnick, 1660 NE 150th Street, Apt# 203 N. Miami Fl. 33181.

ARTICLE IX

OFFICERS:

Jeffrey Alan Scholnick	-	President
Jeffrey Alan Scholnick	-	Vice President
Jeffrey Alan Scholnick	-	Secretary/Treasurer

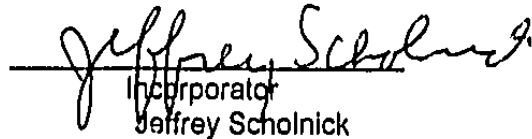
## ARTICLE X

### 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, land, 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 each director and officer of the Corporation against all or any portion 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 shall be in addition to any other rights to which those indemnified

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 N. Miami, Florida, this 4<sup>th</sup> day of April, 1996.

  
Incorporator  
Jeffrey Scholnick

(STATE OF FLORIDA)

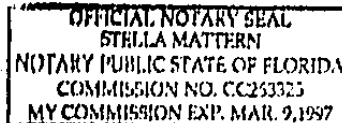
Personally known to me

(COUNTY OF DADE )

The foregoing Articles of Incorporation were acknowledged before me on this 04 day of April, 1996

  
Notary Public, State of Florida  
at Large

My commission Expires:



(Seal)

Arthur J. Morburger  
Law offices of Arthur J. Morburger  
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