

P96000033849

JUAN CARLOS GOMEZ
454 W. 29th Street
Miami Beach, Florida 33140

March 4, 1996

4000001755274
-03/27/96--01043--006
***122.50 ***122.50

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

RE: CECILIA FILMS, INC.

Dear Sir:

Enclosed for filing are two executed copies of Articles of Incorporation for the above-referenced proposed Florida corporation, together with check in the amount of \$122.50 to cover the filing fee, Registered Agent's fee, copy of Articles of Incorporation fee and Certificate Under Seal.

Please return one certified copy of the Articles of Incorporation to the undersigned in the enclosed return envelope.

Thank you for your attention to this matter.

Very Truly Yours,


JUAN CARLOS GOMEZ

~~096-7198~~

Dmc
4/3/96

~~612~~

FILED
96 APR 17 PM 4:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 3, 1996

JUAN CARLOS GOMEZ
424 W 29TH STREET -
MIAMI BEACH, FL 33140

424 W ; 29 TH street . (dc.muz)

SUBJECT: CECILIA FILMS, INC.
Ref. Number: W9600007178

We have received your document for CECILIA FILMS, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent and registered office listed in your articles of incorporation must be consistent throughout the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6923.

Doris McDuffie
Corporate Specialist Supervisor

Letter Number: 596A00015287

ARTICLES OF INCORPORATION
OF
CECILIA FILMS, INC.

FILED
96 APR 17 PM 4:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation, liabilities, rights, privileges, and immunities of corporations for profit, file these Articles of Incorporation.

ARTICLE I
NAME

The name of the corporation shall be: CECILIA FILMS, INC.

ARTICLE II
PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

424 West 29th Street
Miami Beach, Florida 33140

ARTICLE III
SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: 1,000 shares of common stock at One Dollar (\$1.00) par value, unless duly changed in accordance with the laws of the State of Florida. It is the intention of this corporation that the stock issued qualify as "Section 1244 Stock," as such term is defined in the Internal Revenue Code and Regulations issued thereunder.

ARTICLE IV
INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

JUAN CARLOS GOMEZ
424 West 29th Street
Miami Beach, Florida 33140

ARTICLE V
PURPOSE

The general nature of the business or businesses to be transacted is as follows:

Section 1. To produce and license for distribution motion pictures; and

Section 2. To engage in any activities or business permitted under the Laws of the United States and the State of Florida.

ARTICLE VI
DURATION


This corporation shall exist perpetually.

ARTICLE VII
INCORPORATORS

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

CARLOS PALAU
CARRERA 1 No. 83-02
Bogotá, Colombia

IN WITNESS WHEREOF, I the undersigned, being the Subscribing Incorporator, have hereunto set my hand and seal for the purpose of forming this corporation under the Laws of the State of Florida, this _____ day of _____, 1996.



CARLOS PALAU/Subscribing Incorporator

STATE OF _____
CITY OF _____
COUNTRY OF _____



The foregoing instrument was acknowledged before me this _____ day of _____, 1996, by CARLOS PALAU AS Subscriber and Incorporator, who is personally known to me or who has produced his _____ as identification, and who did take an oath.

NOTARY PUBLIC

Sign: _____
Print: _____

My commission Expires:

DILIGENCIA DE RECONOCIMIENTO
ANTE EL NOTARIO VERIFICATIVO DEL CIRCULO DE
BOGOTA, COLOMBIA

por el Sr. Carlos
palau. quien exhibió la
C.C. 4934584 en Cali (Valle)

que me dio la firma
de su poder, en la ciudad de Bogotá

el día 18 MAR 1996 de 1996

Carlos Palau
NOTARIO VERIFICATIVO



CRISTIANO TORRES RIVERO

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

FILED
96 APR 17 PM 4:00
SEC. 617.0501, MAIL
FLORIDA

Pursuant to the provisions of Sections 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: CECILIA FILMS, INC.
2. The name and address of the Registered Agent and office is:

JUAN CARLOS GOMEZ
(NAME)

424 W. 24th Street

29th Street

(P.O. BOX NOT ACCEPTABLE)

Miami Beach, Florida 33140
(CITY/STATE/ZIP)

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.


SIGNATURE

JUAN CARLOS GOMEZ

March 6/96
Date