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STATE OF FLORIDA
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PHONE: (305) 723-3500
FAX: (305) 729-7010
MIA 33131-0000000
APR 15 '96 14:50
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(((H96000000264)))
NAME: S & S HOLDINGS, INC.
FAX AUDIT NUMBER: H96000005264
DATE REQUESTED: 04/15/1996
CERTIFIED COPIES: 0
NUMBER OF PAGES: 3
ESTIMATED CHARGE: \$70.00
DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
CURRENT STATUS: REQUESTED
TIME REQUESTED: 10:34:36
CERTIFICATE OF STATUS: 0
METHOD OF DELIVERY: FAX
ACCOUNT NUMBER: 073324000622

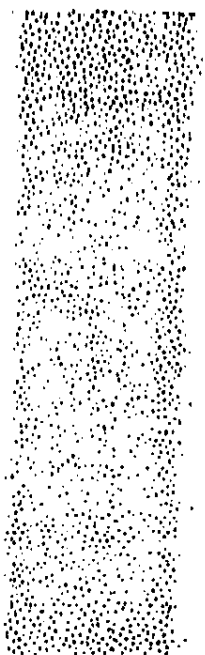
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** ENTER 'M' FOR MENU. **
ENTER SELECTION AND <CR>:

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96 APR 19 PM 12:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NA
1096-8154
960819

[Handwritten signature]
11:08 AM 96 APR 19





FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 16, 1996

ROBERT N. ALLEN, JR., P.A.

MIAMI, FL DISTRIBUTION

SUBJECT: S & S HOLDINGS, INC.
REF: W96000008156

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name DOES NOT constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

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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) 487-6934.

Loria Poole
Corporate Specialist

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Letter Number: 096A00017582

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Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 82314



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 17, 1996

ROBERT N. ALLEN, JR., P.A.

MIAMI, FL

SUBJECT: *Chndlers* ~~D & S-DISTRIBUTORS~~, INC.
REF: W96000008156

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

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If you have any questions about the availability of a particular name, please call (904) 488-9000.

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) 487-6934.

Loria Poole
Corporate Specialist

FAX Aud. #: H96000005264
Letter Number: 696A00017985

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90 8 HV 61 887 96

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

11/11/96

FAX AUDIT NUMBER H96000005264

ARTICLES OF INCORPORATION
OF
S & S Chundlers, Inc.

FILED
06 APR 19 1996
CLERK OF COURT
STATE OF FLORIDA
CLERK OF COURT

The undersigned incorporator, for the purpose of forming a corporation for profit under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I

The name of the corporation is S & S Chundlers, Inc. (the "Corporation").

ARTICLE II

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be formed under the Florida Business Corporation Act, and all amendments and supplements thereto, or any law enacted to take the place thereof (collectively, the "Act").

ARTICLE III

The Corporation is authorized to issue Ten Thousand (10,000) shares of common stock, with a par value of \$1.00 per share.

ARTICLE IV

The address of the principal office of the Corporation, and its mailing address, is 601 Brickell Key Drive, Suite 805, Miami, Florida 33131.

ARTICLE V

The street address of the Corporation's initial registered office is 601 Brickell Key Drive, Suite 805, Miami, Florida 33131 the name of the initial registered agent at such office is the law office of Allen & Galego.

Preparer:
Ricardo Bajandas
Allen & Galego** (see fictitious name filing for registered agent)
Attorneys at Law
601 Brickell Key Drive, Suite 805
Miami, Florida 33131
Ph. (305) 372-3300
FL BAR NO. 0987750

FAX AUDIT NUMBER H96000005264

ARTICLE VI

ARTICLE VII

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation as of the 1st day of April, 1996.

~~Robert N. Allen, Jr.~~
~~Incorporator~~

FAX AUDIT NUMBER H96000005264

FAX AUDIT NUMBER H96000005264

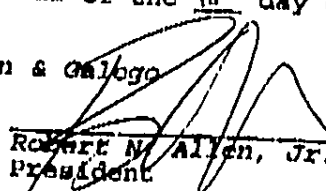
ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for S & S Chandlers, Inc., at the place designated in the change of registered agent form: (i) I agree to act in this capacity; (ii) I agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties; and (iii) I accept the duties and obligations of acting as registered agent pursuant to Section 607.0505 of the Florida Business Corporation Act.

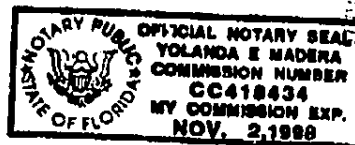
Dated as of the 18th day of April, 1996.

Allen & Gallego

BY:


Robert N. Allen, Jr.
President

The foregoing instrument was acknowledged before me on this 18th day of April, 1996 by Robert N. Allen, Jr. to me personally known and who have taken the oath.


Notary Public, State of FloridaYolanda E. Madera
(Print Name)My Commission Expires: Nov 2, 1998Dated as of the 18th day of April, 1996.

FAX AUDIT NUMBER H96000005264

P96000034320

904/25/96

FLORIDA DIVISION OF CORPORATIONS

9:12 AM

((H96000005814)))

PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399

FROM: ROBERT N. ALLEN, JR., P.A.
601 BRICKELL KEY DR
SUITE 805

MIAMI FL 33131-000033401-6194

FAX: (904) 922-4000

CONTACT: RICK BAJANDAS

PHONE: (305) 372-3300

FAX: (305) 379-7010

((H96000005814)))

DOCUMENT TYPE: BASIC AMENDMENT

NAME: S & S CHANDLERS, INC.

FAX AUDIT NUMBER: H96000005814

CURRENT STATUS: REQUESTED

DATE REQUESTED: 04/25/1996

TIME REQUESTED: 09:12:48

CERTIFIED COPIES: 0

CERTIFICATE OF STATUS: 0

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ESTIMATED CHARGE: \$35.00

ACCOUNT NUMBER: 073324000622

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C. E. P. N. C. ✓
Linda

FILED
APR 25 1996
FBI - TAMPA

22:01:22 04/25/96

FAX AUDIT NUMBER (H96000005814)FILED
APR 25 10 2:15
TALLAHASSEE, FLORIDA**ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION OF
S & S CHANDLERS, INC.**

Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act, S & S Chandlers, Inc., a Florida Corporation (the "Corporation"), adopts the following Articles of Amendment to its Articles of Incorporation:

Amendment

The Corporation's Articles of Incorporation are amended by deleting the existing Article I and inserting the following in its stead:

ARTICLE I

The name of the corporation is ACA Films, Inc. (the "Corporation").

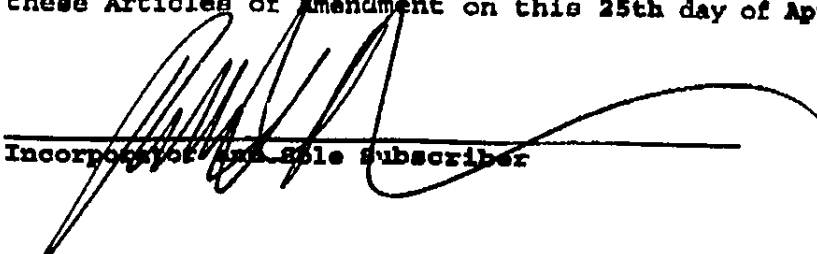
Date of Adoption

The amendment was adopted on the 25th day of April, 1996.

Manner of Adoption

The amendment was adopted by written consent of the Incorporator prior to the issuance of any shares in accordance with Section 607.1006(2) of the Florida Business Corporation Act.

IN WITNESS WHEREOF, the undersigned Director has executed these Articles of Amendment on this 25th day of April, 1996.



Incorporator and Sole Subscriber**Preparer:****Ricardo Bajandas****Allen & Galego **(fictitious name filed for registered agent)******601 Brickell Key Drive, Suite 805****Miami, Florida 33131****Ph. (305) 372-3300****FL BAR NO. 0987750****FAX AUDIT NUMBER (H96000005814)**