

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904) 224-8870
 Mailing Address: Post Office Box 10149, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

P96000035172

RE: PEIK TIME No 52761

96 APR 23 PM 12:52

U.C. FEE DISBURSED
 TALLAHASSEE, FLORIDA

<input checked="" type="checkbox"/> Original Express™		
<input checked="" type="checkbox"/> Art. of Inc. File		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership File		
<input checked="" type="checkbox"/> Foreign Corp. File		
<input type="checkbox"/> () Cert. Copy(s)		
<input type="checkbox"/> Art. of Amend. File		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> C U S-		
<input type="checkbox"/> Fictitious Name File	100001790521	
	04/23/96	01036-024
<input type="checkbox"/> Name Reservation	****122.50	122.50
<input type="checkbox"/> Annual Report/Reinstatement		
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kit		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 File		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No.'s, Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone ()		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prop.		
<input type="checkbox"/> FAX () pgs.		
SUBTOTALS	\$ 13.00	11

FEE.....	\$ 13.00
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$
	\$

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection

OK 4/23/96

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE			
TIME	12:00		CK No.
BY	MC		

WALK-IN Will Pick Up 4/22 12:00

ARTICLES OF INCORPORATION
OF
BELLE FILMS, INC.

FILED
96 APR 20 PM 12:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is BELLE FILMS, INC., a Florida corporation.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of this filing of these Articles with the Department of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes, as now exists or may after be amended.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of ONE DOLLAR (\$1.00) par value common stock which shall be designated as "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICER AND AGENT

The street address of the initial registered office of this corporation is 21 Southeast First Avenue, Suite 800, Miami, Florida 33131, and the name of the initial registered agent of this corporation at that address is RICHARD M. BRENNER, ESQ.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) Director constituting the initial Board of Directors. The number of Directors may be either

increased or decreased from time to time by the bylaws; however, there shall never be less than one Director nor more than five. The names and addresses of the initial Board of Directors of this corporation is:

Peter D. Bond
Director, President, Secretary, Treasurer
21 Southeast First Avenue
Suite 800
Miami, Florida 33131

ARTICLE VII - INCORPORATOR

The name and address of the Incorporator signing these Articles is: RICHARD M. BRENNER, 21 Southeast First Avenue, Suite 800, Miami, Florida 33131.

ARTICLE VIII - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the 22nd day of April, 1996.



RICHARD M. BRENNER,
Incorporator

STATE OF FLORIDA)
) ss.
COUNTY OF DADE)

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared

RICHARD M. BRENNER, 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 those Articles of Incorporation.

IN WITNESS WHEREOF, I have set my hand and seal in the State and County above, this 22nd day of April, 1996.

Lou O. Bradford
NOTARY PUBLIC, State of Florida
at Large

My Commission Expires:



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

96 APR 23 PM 12:53
RECORDS & CLERK OF STATE
TALLAHASSEE, FLORIDA


In compliance with Sections 48.091 and 607.034, Florida
Statutes, the following is submitted:

THAT BELLE FILMS, INC. desiring to organize or qualify under
the laws of the State of Florida, with its principal place of
business at 21 Southeast First Avenue, Suite 800, Miami, Florida
33131, has named RICHARD M. BRENNER as its agent to accept service
of process within Florida.

Dated: April 22, 1996


RICHARD M. BRENNER, Director

Having been named to accept service of process for the above
named corporation, at the place designated in this Certificate, I
hereby accept to act in this capacity, and I further agree to
comply with the provisions of all statutes relative to the proper
performance of my duties.


RICHARD M. BRENNER
Registered Agent

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