

7/19/96

FLORIDA DIVISION OF CORPORATIONS

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DEPARTMENT OF STATE
STATE OF FLORIDA
TALLAHASSEE, FLORIDA
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ARTICLES OF INCORPORATION

- of -

CRYSTAL PRODUCTIONS, INC.

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts these Articles of Incorporation.

ARTICLE I - NAME OF THE CORPORATION

The name of the corporation is: Crystal Productions, Inc.

ARTICLE II - DURATION

This Corporation shall have perpetual existence, commencing upon the filing of these articles.

ARTICLE III - PURPOSE

This Corporation is organized for the purpose of manufacturing and distributing Compact Laser Discs to retailers and to the general public, and the Corporation may engage in any and all activity which business corporations are permitted to engage in under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is one thousand (1,000) shares of common stock, with a par value of one dollar (\$1.00) per share.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The Registered Agent and the Registered Office of this Corporation in the State of Florida shall be:

Frank Silva
15720 Bull Run Road
Suite #273-H
Miami, Florida 33014

The Board of Directors may, from time to time, move the Registered Office to any other address in the State of Florida.

Articles Prepared by: Frank Silva, Esquire - Courthouse Tower - Suite 402 - Miami, Florida 33130 - (305) 379-0045 - FL Bar #923553

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ARTICLE VI - BUSINESS ADDRESS

The initial principal business address of the Corporation shall be:

15720 Bull Run Road
Suite #273-H
Miami, Florida 33014

ARTICLE VII - BOARD OF DIRECTORS

The business of the Corporation shall be managed by a board of directors. The initial number of directors shall be one (1), which number may be changed from time to time by changes to the By-Laws of the Corporation. In no instance shall there be fewer than one (1) director for the Corporation. The name and address of the initial directors are as follows:

Frank Silva - Director
15720 Bull Run Road
Suite #273-H
Miami, Florida 33014

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles as Incorporator is:

Frank Silva
15720 Bull Run Road
Suite #273-H
Miami, Florida 33014

ARTICLE IX - BY LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in and is hereby reserved to the shareholders. By-Laws shall be adopted, altered, amended or repealed as provided therein.

ARTICLE X - POWERS

This Corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act.

ARTICLE XI - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement

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manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned executes these Articles of Incorporation this 12 day of July, 1996.


Frank Silva - Incorporator

STATE OF FLORIDA)
) ss
COUNTY OF DADE)

BEFORE ME, the undersigned authority, this day personally appeared FRANK SILVA, who first being duly sworn, says that he is the Incorporator signing these Articles of Incorporation and acknowledged before me that he subscribed to these Articles of Incorporation on 12th day of July 1996.


NOTARY PUBLIC, State of Florida

My commission expires:



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DESIGNATION OF RESIDENT AGENT

**Certificate Designating Place of Business or Domicile for the Service of Process
Within this State, Naming Agent Upon Whom Process May Be Served.**

Pursuant to Chapters 48.091 and 607.034, Florida Statutes, the following is submitted in compliance with said Acts and made a part of the Articles of Incorporation of said corporation to which this document is attached:

THAT, CRYSTAL PRODUCTIONS, INC., desiring to organize under the laws of the State of Florida, with its registered office as indicated in the Articles of Incorporation in the City of Miami, County of Dade, State of Florida, has named FRANK SILVA, as its Registered Agent to accept service of process within this State.

ACCEPTANCE

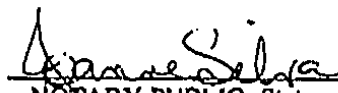
THAT, I agree as Resident Agent to accept Service of Process; to keep office open during prescribed hours; to post my name (and other officers of said corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place in office as required by law.

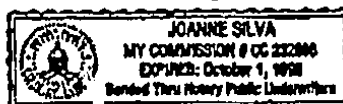

FRANK SILVA
Resident Agent

STATE OF FLORIDA)
 : ss
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared FRANK SILVA, to me well known, and known to me to be the individual described in and who executed the foregoing acceptance as subscriber thereto.

WITNESS my hand and official seal this 2 day of July, 1996.


NOTARY PUBLIC, State of Florida at Large
My Commission Expires:



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