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TO: DIVISION OF CORPORATIONS FAX #: (904)922-4001
FROM: CORPORATE CREATIONS INTERNATIONAL, INC. ACCT#: 073171003004
CONTACT: JOHNNY C RODRIGUEZ
PHONE: (305)672-0606 FAX #: (305)672-9110

NAME: OSCAR-PONTE PRODUCTIONS (O.P.P.), INC.
AUDIT NUMBER.....H96000013340
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
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Articles of Incorporation
of
Oscar-Ponte Productions (O.P.P.), Inc.

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Article I. Name

The name of this Florida corporation is:
Oscar-Ponte Productions (O.P.P.), Inc.

Article II. Address

The mailing address of the Corporation is:
Oscar-Ponte Productions (O.P.P.), Inc.
7500 N.W. 25th Street, Suite 202
Miami FL 33122

Article III. Capital Stock

The Corporation shall have the authority to issue 2,000 shares of common stock, par value \$.01 per share.

Article IV. Registered Agent

The name and address of the registered agent of the Corporation is:

Oswaldo Ponte DeOrnellas
7500 N.W. 25th Street, Suite 202
Miami FL 33122

Article V. Board of Directors

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation.

Jose E. Latour FL Bar Member 866792
Latour & Sidlosca, P.A.
605 Lincoln Road, Suite 420
Miami Beach FL 33139
305-594-0081 • Fax 305-538-1987

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The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by law. The name of each initial member of the Corporation's Board of Directors is:

Oswaldo Ponte DeOrnellas

Article VI. Incorporator

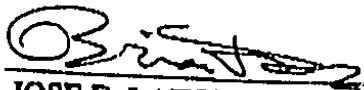
The name and address of the incorporator is:

Jose E. Latour
Latour & Sidlosca, P.A.
605 Lincoln Road, Suite 420
Miami Beach FL 33139

Article VII. Corporate Existence

The corporate existence of the Corporation shall begin effective September 24, 1996

The authorized representative of the incorporator executed these Articles of Incorporation on September 24, 1996



JOSE E. LATOUR
by Brian Fons as attorney-in-fact

Jose E. Latour FL Bar Member 866792
Latour & Sidlosca, P.A.
605 Lincoln Road, Suite 420
Miami Beach FL 33139
305-594-0081 • Fax 305-538-1987

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT AND REGISTERED OFFICE**

CORPORATION:
Oscar-Ponte Productions (O.P.P.), Inc.

REGISTERED AGENT:
Osvaldo Ponte DeOrnellas
7500 N.W. 25th Street, Suite 202
Miami FL 33122

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I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



OSVALDO PONTE DEORNELLAS
by Brian Fons as attorney-in-fact

Date: 9/24/96

Jose E. Latour FL Bar Member 866792
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