

P96000088133

Rallis Film Corp.  
2914 Needham Ct.  
Delray Beach, FL 33445  
(561) 637-0166

October 21, 1996

200001985272--0  
-10/24/96--01055--007  
\*\*\*\*122.50 \*\*\*\*122.50

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

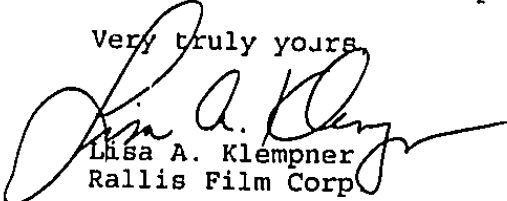
Re: Rallis Film Corp.

Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation, together with my check in the amount of \$122.50.

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Very truly yours,

  
Lisa A. Klempner  
Rallis Film Corp

OCT 25 1996

BSR

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

96 OCT 24 AM 11:45

FILED

ARTICLES OF INCORPORATION

RALLIS <sup>of</sup> FILM Corp.  
(name of corporation)

**FILED**

96 OCT 24 AM 11:45

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I - CORPORATE NAME**

The name of the corporation is:

RALLIS FILM Corp.

**ARTICLE II - DURATION**

This corporation shall exist perpetually unless dissolved according to Florida law.

**ARTICLE III - PURPOSE**

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

**ARTICLE IV - CAPITAL STOCK**

The corporation is authorized to issue FIVE HUNDRED shares ( 500 ) of COMMON Stock Dollar(s) ( \$ 1.00 ) par value Common Stock, which shall be designated "Common Shares."

**ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the Initial Registered Agent office and the name of the Initial Registered Agent at that office is:

NAME	<u>RALPH ZUCCARELLI</u>		
ADDRESS	<u>2914 NEEDHAM Ct.</u>		
CITY	<u>DELRAY BEACH</u>	FLORIDA	ZIP <u>33445</u>

The principal office, if known, or the mailing address of the corporation is:

NAME			
ADDRESS	<u>SAME AS ABOVE</u>		
CITY		FLORIDA	ZIP

**ARTICLE VI - INITIAL BOARD OF DIRECTORS**

This corporation shall have TWO ( 2 ) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the corporation are as follows:

NAME	<u>RALPH ZUCCARELLI</u>		
ADDRESS	<u>2914 NEEDHAM Ct.</u>		
CITY	<u>DELRAY BEACH</u>	STATE <u>FL</u>	ZIP <u>33445</u>
NAME	<u>LISA A. KLEMPNER</u>		
ADDRESS	<u>210 ALMERIA RD</u>		
CITY	<u>W. PALM BEACH</u>	STATE <u>FL</u>	ZIP <u>33405</u>
NAME			
ADDRESS			
CITY		STATE	ZIP

# ARTICLE VII - INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

NAME	RALPH ZUCCARELLI		
ADDRESS	2914 NEEDHAM Ct.		
CITY	DELRAY BEACH	STATE	FL ZIP 33445
NAME	LISA A. KLEMPNER		
ADDRESS	210 ALMERIA RD		
CITY	W. PALM BEACH	STATE	FL ZIP 33405
NAME			
ADDRESS			
CITY		STATE	ZIP

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 21 day of OCTOBER, 1996.

Ralph Zuccarelli (Seal)  
Lisa A. Klemper (Seal)  
 \_\_\_\_\_ (Seal)

STATE OF FLORIDA  
 COUNTY OF PALM BEACH

BEFORE ME, 21 DAY OF October, 1996

APPEARED Ralph Zuccarelli / Lisa A. Klemper

WHO IDENTIFIED THEMSELVES BY 2264-720-40-255-0 / K451-521-54-7480

AS IDENTIFICATION, DID NOT TAKE AN OATH.

[Signature]  
 NOTARY

CERTIFICATE AND ACKNOWLEDGEMENT  
OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT  
OF

FILED  
96 OCT 24 AM 11:46  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RALLIS FILM Corp.  
(name of corporation)

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:  
The above corporation, desiring to organize under the laws of the State of Florida with  
its registered office as indicated in the Articles of Incorporation

at 2914 NEEDHAM ST.  
DELRAY BEACH, FL 33445  
has named RALPH ZUCCARELLI  
located at the aforesaid address, as its Registered Agent to accept service of process  
within this state.

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above  
stated corporation at the place designated in this certificate, and being familiar with  
the obligations of that position, I hereby accept to act in this capacity, and agree to  
comply with the provisions of Florida Law in keeping open said office.

Ralph Zuccarelli  
(registered agent)

STATE OF FLORIDA  
COUNTY OF PALM BEACH

BEFORE ME 21 DAY OF Oct 1996  
APPEARED Ralph Zuccarelli

WHO FOLLOWS FDL 2264-720-40-255-D

AS IDENTIFICATION, DID NOT TAKE AN OATH

[Signature]  
NOTARY

OFFICIAL NOTARY SEAL  
CORALIA F VALDES  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC460295  
MY COMMISSION EXP. MAY 7, 1999