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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: EASTWOOD/PHILLIPS, INC.

AUDIT NUMBER.....H96000015490

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 6

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EMPIRE CORPORATE KIT

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ARTICLES OF INCORPORATION

OF

EASTWOOD/PHILLIPS, INC.

The undersigned, desiring to form a corporation for profit pursuant to the laws of the State of Florida, does hereby certify as follows:

ARTICLE ONE

The name of this corporation shall be:

EASTWOOD/PHILLIPS, INC.

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TALLAHASSEE, FLORIDA

ARTICLE TWO

The general nature of the business to be transacted by the corporation and the purpose for which it is formed is film development and production, as well as any other lawful activity or business permitted under the laws of the United States, the State of Florida, or any other state, country territory or nation.

ARTICLE THREE

The term for which this corporation shall exist shall be perpetual.

Prepared by: May-Wong Chou, Esq., FB# 0008222

121 N. Osceola Ave., Ste. 312, Clearwater, FL 34615

(813) 461-7754

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ARTICLE FOUR

The maximum amount of capital stock that the corporation is authorized to have outstanding shall be 100 shares at a par value of \$1.00 per share, each share of which shall entitle the owner thereof to one vote at any meeting of the stockholders. Stock ownership is as follows:

Christopher Eastwood - 50 shares

Diane Phillips - 50 shares

ARTICLE FIVE

The beginning capital of this corporation shall be \$100.00.

ARTICLE SIX

The corporation shall have no directors.

ARTICLE SEVEN

The street address in the State of Florida of the principal office of the corporation is:

1653 Bravo Drive

Clearwater, Florida 34624

(813) 530-3902

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ARTICLE EIGHT

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The business of the corporation shall be managed by its officers, who are the stockholders of the corporation. The officers of the corporation shall be:

PRESIDENT :	Christopher Eastwood
VICE-PRESIDENT:	Diane Phillips
SECRETARY/TREASURER:	Heidi Johnson

ARTICLE NINE

The registered agent and registered office of this corporation shall be:

Diane Phillips
1653 Bravo Drive.
Clearwater, Florida 34625

ARTICLE TEN

The sale of common stock as well as major policy making and financial decisions of the corporation must be by mutual agreement of Diane Phillips and Christopher Eastwood.

ARTICLE ELEVEN

In the event of issuance or sale of corporate shares, the existing stockholders shall have preemptive rights thereto.

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ARTICLE TWELVE

The name and street address of the person signing these Articles of Incorporation as incorporator is as follows:

Diane Phillips - 1653 Bravo Drive, Clearwater, FL 34625

IN WITNESS WHEREOF, the undersigned have made, incorporated, and acknowledged these Articles of Incorporation this 1 day of November, 1996.


Diane Phillips

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT. I, DIANE PHILLIPS, hereby accept designation as Registered Agent on this 1 day of November, 1996.


Diane Phillips

1653 Bravo Drive

Clearwater, Florida 34625

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STATE OF Florida

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COUNTY OF Pine

I HEREBY CERTIFY that on this day before me, a Notary Public authorized in the State of Florida aforesaid to take acknowledgments, Diana Phillips personally appeared, to me well known or who produced identification in the form of _____ to be the person described in and who executed the foregoing Articles of Incorporation as incorporator and registered agent respectively, and she acknowledged before me that she signed the same and accepts the uses and purposes therein set forth.

WITNESS my hand and official seal this 1 day of November 1996

Mary Wong Chou
NOTARY PUBLIC

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Commission expires:



MARY-WONG CHOU
My Commission CC800778
Expires Oct. 10, 1998

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