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**MEMBER FL, D.C., TX, CO & NY BAR
**BOARD CERTIFIED CIVIL TRIAL ATTORNEY

January 23, 1997

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

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****122.50 ****122.50

Re: Articles of Incorporation on
FLORIDA FILM FUND, INC.

Dear Sir/Madam:

Enclosed please find the original and one copy of the Articles of Incorporation to be filed on the above captioned corporation, along with our check in the amount of \$122.50 to cover the cost of this service. Please file the original and return a certified copy to us in the envelope provided.

Thank you for your courtesies and cooperation in this regard.

Very truly yours,


Mark C. Maroon

MCM/tdf
Enclosure

FILED
97 JAN 27 PM 3:21
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

PH 1/30/97

ARTICLES OF INCORPORATION
OF
FLORIDA FILM FUND, INC.

FILED
97 JAN 27 PM 3:21
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the corporation is:

FLORIDA FILM FUND, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence.

ARTICLE III - PURPOSE

This corporation is organized under the laws of the State of Florida, as a corporation for profit, as a corporation engaged in the business of motion picture production and otherwise for the purpose of transacting any other lawful business within this State.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is 1,000 shares of common stock, each share having a par value of \$1.00.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 100 S. Biscayne Boulevard, #900, Miami, Florida 33131 and the name of the initial registered agent of this corporation at that address is MARK C. MAROON.

ARTICLE VI - PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of the corporation is
100 S. Biscayne Boulevard, Suite 900, Miami, Florida 33131.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be increased from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial directors of this corporation is:

LOUIS S. ROBLES
100 S. Biscayne Boulevard
Suite #900
Miami, Florida 33131

ARTICLE VIII - INCORPORATOR

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

MARK C. MAROON
100 S. Biscayne Boulevard
Suite #900
Miami, Florida 33131

ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any current officer, director, employee or agent of the corporation or any former officer, director, employee or agent as permitted by Florida Statute 607.0850, as amended from time to time, and to the full extent permitted by law.

ARTICLE X - AMENDMENT

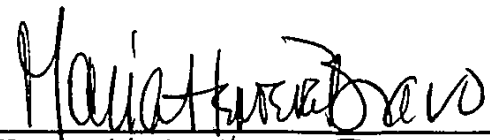
This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 22 day of January, 1997.


MARK C. MAROON

STATE OF FLORIDA
COUNTY OF DADE

The foregoing instrument was acknowledged before me this 22 day of January, 1997, by MARK C. MAROON, who is personally known to me or who has produced his license and who did/did not take an oath.


Name: MARIA HERRERA BRAVO
Notary Public-State of Florida
Commission No.:
My Commission Expires:

OFFICIAL NOTARY SEAL
MARIA HERRERA BRAVO
NOTARY PUBLIC-STATE OF FLORIDA
COMMISSION NO. CC436102
MY COMMISSION EXP. JAN. 30, 1998

CERTIFICATE DESIGNATING AGENT

FILED

97 JAN 27 PM 3:21

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BE IT KNOWN THAT:

FLORIDA FILM FUND, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 100 S. Biscayne Boulevard, Suite #900, Miami, Florida 33131, has named MARK C. MAROON, whose address is 100 S. Biscayne Boulevard, Suite #900, Miami, Florida 33131, as its agent to accept service of process within Florida.

FLORIDA FILM FUND, INC.

By: 

MARK C. MAROON

DATED this 22 day of January, 1997,

ACCEPTANCE

Having been named to accept service of process for FLORIDA FILM FUND, INC. at 100 S. Biscayne Boulevard, Suite #900, Miami, Florida 33131, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all Florida Statutes relative to the proper and complete performance of my duties.


MARK C. MAROON

DATED this 22 day of January, 1997,