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SERGIO L. MENDEZ
OF COUNSEL

* BOARD CERTIFIED REAL ESTATE ATTORNEY

January 27, 1997

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JAN 30 PM 2:41
TELEPHONE (305) 441-4411
FAX (305) 441-2228

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

800002074138--7
-01/30/97--01104--004
***122.50 ***122.50

Re: Registration of Corporation
Lightspeed Productions, Inc.

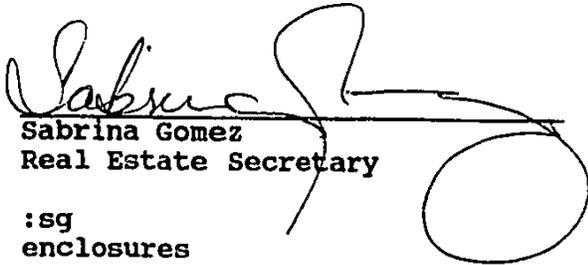
Dear Sir or Madam:

Enclosed herewith please find our check No. 2042 in the amount of \$122.50 along with original Articles of Incorporation for Lightspeed Productions, Inc. and a copy of same, in order to register said corporation. We kindly request a certified copy also be provided.

Please contact the undersigned if you require any additional information.

Sincerely,

MARTINEZ-ESTEVE AND LOPEZ-CASTRO


Sabrina Gomez
Real Estate Secretary
:sg
enclosures

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ARTICLES OF INCORPORATION
OF
LIGHTSPEED PRODUCTIONS, INC.

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DIVISION OF CORPORATIONS
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The name of the Corporation is: LIGHTSPEED PRODUCTIONS, INC.

ARTICLE I

The maximum number of shares of capital stock that the Corporation is authorized to issue is SIX THOUSAND (6,000) shares, at no par value each share.

ARTICLE II

The Corporation shall have perpetual existence unless sooner dissolved according to law.

ARTICLE III

The name and street address of the Incorporator(s) signing these Articles of Incorporation is (are):

NAME

ADDRESS

PETER R. MOORE

6039 Collins Avenue, Suite 520
Miami Beach, Florida 33140

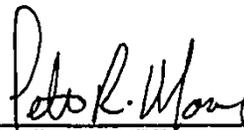
ARTICLE IV

The principal office of the Corporation is: 6039 Collins Avenue, Suite #520, Miami Beach, Florida 33140.

ARTICLE VI

The street address of the initial registered office of the Corporation is: 6039 Collins Avenue, Suite #520, Miami Beach, Florida 33140 and the name of the initial registered agent of the Corporation at that address is: PETER MOORE.

IN WITNESS WHEREOF, these Articles of Incorporation have been executed this 8th day of January, 1997.



PETER R. MOORE

STATE OF FLORIDA)
) SS
COUNTY OF DADE)

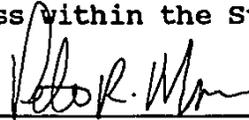
I HEREBY CERTIFY that PETER R. MOORE, to me personally known, this day acknowledge before me that she executed the foregoing

CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN FLORIDA, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
97 JAN 30 PM 2:41

IN COMPLIANCE with Section 48.091, Florida Statutes, the following is submitted:

FIRST: That LIGHTSPEED PRODUCTIONS, INC. desiring to organize or qualify under the laws of the State of Florida, has named PETER R. MOORE, with its registered agent's office located at 6039 Collins Avenue, Suite #520, Miami Beach, Florida 33140, County of Dade, State of Florida to accept service of process within the State of Florida.



PETER R. MOORE,
Incorporator

January 8th, 1997

HAVING BEEN named to accept service of process for the above stated Corporation, at the place designated in this Certificate, the undersigned HEREBY AGREES to act in said capacity, and FURTHER AGREES to comply with the provisions of all statutes relative to the proper and complete performance of its duties.



PETER R. MOORE
January 8th, 1997