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ACCOUNT NO. : 072100000032

REFERENCE : 250755 166194A

AUTHORIZATION :

Patricia Piggitt

COST LIMIT : \$ 70.00

ORDER DATE : February 10, 1997

ORDER TIME : 2:24 PM

ORDER NO. : 250755-015

S00002082175--2

CUSTOMER NO: 166194A

CUSTOMER: Mr. Kerry Sakolsky
AVALON IMAGES, INC.

550 Biltmore Way

Miami, FL 33134

DOMESTIC FILING

NAME: RK PICTURES, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Carina L. Dunlap

EXAMINER'S INITIALS:

997A-7044

FILED
97 FEB 10 PM 2:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2/10/97
TA

RECEIVED
96 FEB 10 AM 9:56
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

RK PICTURES, INC.

ARTICLE ONE- NAME

The name of the corporation shall be RK PICTURES, INC.

ARTICLE TWO- PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation shall be:

RK PICTURES, INC.
c/o Kerry Sakolsky
550 Biltmore Way,
Coral Gables, FL 33134

ARTICLE THREE- CAPITAL STOCK

The aggregate number of shares of stock which this corporation shall have authority to issue is One Thousand (1,000) shares of common stock, all of which are to have a par value of One (\$1.00) per share. Stock shall be divided into one hundred shares (100) of Class A common stock and nine hundred shares (900) of Class B stock. The holders of Class A common shares shall have the exclusive voting power. The Board of Directors shall fix the consideration to be received by each share. Such consideration shall consist of any tangible or intangible property or benefit to the corporation, including cash, promissory notes, services performed or written promises to perform services and shall have a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

ARTICLE FOUR- REGISTERED AGENT AND ADDRESS

The name of the initial registered agent is:

Carolyn A. Smith, Esq.
550 Biltmore Way, Ste. 1210
Coral Gables, FL 33134

ARTICLE FIVE- INCORPORATORS

The name and address of the incorporator to these Articles of Incorporation is:

Kerry Sakolsky
550 Biltmore Way,
Coral Gables, FL 33134

97 FEB 10 PM 2-20
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE SIX- PURPOSE

This corporation is organized for the following purposes:

For transacting any and all business permitted under the laws of the United States of America and of the laws of the State of Florida.

ARTICLE SEVEN- INITIAL BOARD OF DIRECTORS

The initial Board of Directors of this corporation shall be comprised of one person. The number of directors may be increased and thereafter, either increased or decreased from time to time as provided for in the Bylaws of this Corporation, but shall never be less than one. The name and address of the member of the initial Board of Directors of this Corporation is:

NAME	ADDRESS
Kerry Sakolsky	550 Biltmore Way, Coral Gables, FL 33134

ARTICLE EIGHT- BYLAWS

The power to alter, amend, or repeal the Bylaws shall be vested in each of the Board of Directors and the shareholders of this Corporation.

ARTICLE NINE- INDEMNIFICATION

This Corporation shall indemnify any officer or director, or any former officer or director of this Corporation, to the fullest extent permitted by law.

ARTICLE TEN- AMENDMENT

This Corporation reserves to its shareholders the right to amend or repeal any provision now or hereafter contained in the Articles of Incorporation. Any rights which these Articles may confer upon this Corporation may be modified or cancelled by a vote of the shareholders to amend or real said Articles.

The undersigned has executed these Articles of Incorporation
this 3 day of February, 1997.

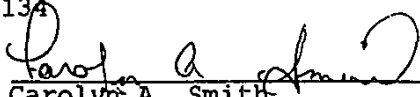

KERRY SAKOLSKY

CERTIFICATE OF DESIGNATION
OF REGISTERED AGENT/ REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement and designates the registered agent/ registered office in the State of Florida:

1. The name of the corporation is RK Pictures, Inc.
2. The name and address of the registered agent and office is:


Carolyn A. Smith, Esq.
550 Biltmore Way, Ste. 1210
Coral Gables, FL 33134



Carolyn A. Smith

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



Carolyn A. Smith
Registered Agent

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TALLAHASSEE, FLORIDA