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97 FEB 10 AM 10:27
STATE
TALLAHASSEE, FLORIDA

SUITE 1000 COURTHOUSE TOWER
44 WEST FLAGLER STREET
MIAMI, FLORIDA 33130
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February 6, 1997

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Secretary of State
Bureau of Corporations
PO BOX 6327
Tallahassee, FL 32314

Re: White Star Pictures, Inc.

Dear Sir/Madam:

Enclosed please find an original and one copy of the Articles of Incorporation for White Star Pictures, Inc., as well as a check made payable to the Secretary of State in the amount of One Hundred Twenty-Two and 50/100 Dollars (\$122.50) representing the filing fee. Please file the articles and return one copy to our office in the stamped, self-addressed envelope provided for your convenience.

Thank you for your attention to this matter.

Sincerely,

ODI Cardonne

ODI CARDONNE, Legal Assistant

OC/mvs

Enclosures

cc: Mr. Edward S. Townsend

PH
2/11/97

**ARTICLES OF INCORPORATION
OF
WHITE STAR PICTURES, INC.**

FILED

97 FEB 10 AM 10:27

CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

I, the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I

The name and initial address of this corporation shall be:

WHITE STAR PICTURES, INC.
541 Navarre Avenue
Coral Gables, Florida 33134

ARTICLE II

This corporation may engage in any activity or business permitted under the laws of the State of Florida.

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

Number of Shares Authorized	Per Share Par Value	Class of Stock
1,000	\$.01	Common

All of the said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash; at just valuation to be fixed by the Board of Directors of this corporation.

Upon the sale for cash of any new stock of the same kind, class or series as that which he already holds, every stockholder of this corporation shall be the preemptive right to purchase his pro rata share thereof at the price at which it is offered to others, whether or not in excess of par. Fractional shares need not be issued on account of this provision.

ARTICLE IV

This corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE V

The initial registered office of this corporation shall be at 541 Navarre Avenue, Coral Gables, Florida, 33134, with the privilege of having its offices and branch offices at other places within or without the State of Florida. The initial registered agent at that address shall be **EDWARD S. TOWNSEND**.

ARTICLE VI

This corporation shall have at least one director, with the exact number to be specified by the stockholders from time to time unless the stockholders shall, by a majority vote thereafter, determine that the corporation be managed by the stockholders.

The names and addresses of the first Directors of the corporation, who shall hold office for the first year or until their successors are duly elected and qualified shall be:

President:	Edward S. Townsend 541 Navarre Avenue Coral Gables, FL 33134
Vice President:	Edward S. Townsend 541 Navarre Avenue Coral Gables, FL 33134
Secretary/Treasurer:	Edward S. Townsend 541 Navarre Avenue Coral Gables, FL 33134
Director:	Juan Pinzas c/o White Star Pictures, Inc. 541 Navarre Avenue Coral Gables, FL 33134
Director:	Pilar Sueiro c/o White Star Pictures, Inc. 541 Navarre Avenue Coral Gables, FL 33134

ARTICLE VII

The name and address of the incorporator is:

Edward S. Townsend
541 Navarre Avenue
Coral Gables, Florida 33134

ARTICLE IX

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in any contract or transaction of this

corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors of a majority thereof, and any director of this corporation who is also a director or an officer of such other corporation, or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction with like force and affect as if her were not such a director or officer of such other corporation, or not so interested.

ARTICLE X

The private property of the stockholders shall not be subject to payment of the corporate debts in any extent.

ARTICLE XI

This corporation shall indemnify and insure its officers and directors to the fullest extent permitted by law either now or hereafter.


IN WITNESS WHEREOF, I, the undersigned, being the incorporator hereinabove named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 6th day of February, 1997.


EDWARD S. TOWNSEND

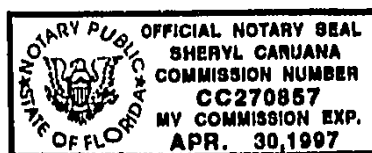
STATE OF FLORIDA)
) ss:
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared Edward S. Townsend, who is personally known to me or who has produced FL DRIVER'S Lic. # TS25-237-46-008-0 as identification, and who executed the foregoing Articles of Incorporation, who, after being duly sworn under oath, acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the State and County aforesaid on this 6th day of February, 1997.


NOTARY PUBLIC, State of Florida

My Commission Expires:



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

In compliance with the laws of Florida, the following is submitted:

Edward S. Townsend desiring to organize under the laws of the State of Florida, has named **Edward S. Townsend**, 541 Navarre Avenue, City of Coral Gables, County of Dade, State of Florida, as its statutory registered agent.

Having been named the statutory agent of the above corporation at the place designated in this certificate, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.


EDWARD S. TOWNSEND

Dated: 2/6/97

97 FEB 10 AM 10:28
TALLAHASSEE, FLORIDA