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TRANSMITAL LETTER 97 FEB 10 PM 6:01

DEPARTMENT OF STATE  
TALLAHASSEE, FLORIDA

February 7th. 1997

Department of state  
Division of Corporations  
P.O. BOX 6327  
Tallahassee, Fl. 32314

700002083237--7  
-02/11/97--01033--001  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Dear Sir:

Enclosed please find Articles of Incorporations and the Designation and Acceptance of registered Agent for filing, together with our Money Order in the amount of \$ 70.00 to cover the filing fee, designation of registered agent, and charte tax.

Sincerely,



CONSTANTINO DIAZ

PH  
2/12/97

**ARTICLES OF INCORPORATION  
OF  
CONSTANTINO DIAZ PRODUCTIONS INC.**

**FILED**

97 FEB 10 PM 6:01

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

**ARTICLE I  
NAME**

The name of the corporation shall be: **CONSTANTINO DIAZ PRODUCTIONS INC.**

**ARTICLE II  
NATURE OF BUSINESS**

This corporation may engage in or transact any and all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, county, territory or nation.

**ARTICLE III  
CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 500 shares of common stock having a par value of \$1.00 per share.

**ARTICLE IV  
ADDRESS**

The street address of the initial registered office of the corporation shall be: **60 SOUTH SHORE DRIVE #1 MIAMI, FLORIDA 33141**, and the name of the initial Registered Agent for the corporation at that address is **MR. Constantino Diaz**.

**ARTICLE V  
SPECIAL PROVISIONS**

The stock of this corporation is intended to qualify under the requirements of section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as may be necessary shall be deemed to have been taken by the appropriate officers to accomplish this compliance.

**ARTICLE VI  
TERM OF EXISTENCE**

This corporation shall exist perpetually.

**ARTICLE VII  
LIMITATION OF LIABILITY**

Each director, stockholder and officer, in consideration for his services, shall, in the absence of fraud, be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by him in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him by reason of his being or having been a director, stockholder or officer of the corporation or any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right indemnification shall be inclusive of any other rights to which any director, stockholder or officer may be entitled as a matter of law.

**ARTICLE VIII  
SELF DEALING**

No contract or other transaction between the corporation and other corporations, in the absence of fraud, shall be affected or invalidated by the fact that any one or more directors of the corporation is or are interested in a contract or transaction, or are directors or officers of any other corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in such contract, act or transaction, or in any way connected with such person or person's firm or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that may otherwise exist from this contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in anyway interested. Any director of the corporation may vote upon any transaction with the corporation without regard to the fact that he is also a director of such subsidiary or corporation.

This corporation shall have a minimum of one director. The initial Board of Directors shall consist of:

CONSTANTINO DIAZ

PRESIDENT

**ARTICLE IX  
INCORPORATOR**

The names and addresses of the incorporators are:

CONSTANTINO DIAZ  
60 SHOUT SHORE DRIVE MIAMI, FL. 33141

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on  
this 7th. day of February, 1997.

Incorporator:

  
\_\_\_\_\_  
CONSTANTINO DIAZ

STATE OF FLORIDA  
COUNTY OF DADE

The foregoing instrument was executed and acknowledged before me this 07th.  
day of February, 1997.

Roberto Martinez  
Notary Public, State of Florida  
My commission Expires on June 27th. 1998.

DESIGNATION OF AND ACCEPTANCE  
BY REGISTERED AGENT

FILED

97 FEB 10 PM 6:02

The following is submitted in compliance with the laws of the state of Florida, a corporation organizing under the laws of State of Florida, with its principal office located at 60 South Shore Drive Apt. #1 Miami, Florida 33141.

CONSTANTINO DIAZ PRODUCTIONS INC. Has named CONSTANTINO DIAZ whose address is 60 South Shore Drive Apt. #1 Miami, Fl. 33141. as its agent to accept service process within this state.

ACCEPTANCE

I agree as Registered agent to accept service of process, to keep the office open during prescribed hours, to post my name (and any other officers of said corporation authorized to accept service process at the above designate address) in some conspicuous place in the office as required by law.

Registered Agent:

  
CONSTANTINO DIAZ

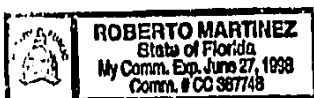
STATE OF FLORIDA

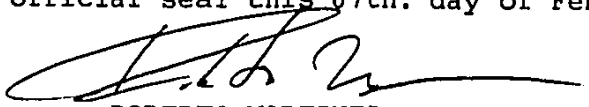
COUNTY OF DADE

Before me, the undersigned authority, this day personally appeared CONSTANTINO DIAZ who, after being duly sworn, deposes and says that the facts and matters contained above are true and correct, and that he executed the same for the purposes expressed herein.

WITNESS my hand and official seal this 07th. day of February 1997.

(SEAL)



  
ROBERTO MARTINEZ  
NOTARY PUBLIC, STATE OF FLORIDA  
My commission Expires on: June 27, 1998.