

DELGADO,
BEFELER,
STARKMAN &
MAGOLNICK, P.A.

P97000020603

NationsBank Tower
100 Southeast 2nd Street, 37th Floor
Miami, Florida 33131

Telephone: (305) 379-8300
Facsimile: (305) 379-4404 • (305) 379-4429

February 26, 1997

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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-02/28/97--01080--009
****122.50 ****122.50

RE: Hundred Street Films, Inc.

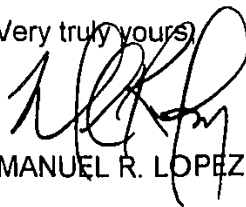
Gentlemen:

Enclosed are one executed and one conformed copy of the Articles of Incorporation of the above-named company and our check in the amount of \$122.50 representing the filing fee for same.

We had sent the same documentation for filing on January 29, 1997, however, as of yesterday, you had not received it. We assume that the correspondence was lost in the mail. If you receive the documents at a later time, please destroy it and treat this request as our first.

Thank you for your attention and assistance.

Very truly yours,


MANUEL R. LOPEZ

Enclosures

FILED
97 FEB 28 AM 11:45
SECTION OF STATE
TALLAHASSEE, FLORIDA
PT 6/3

ARTICLES OF INCORPORATION
OF
HUNDRED STREET FILMS, INC.

FILED
97 FEB 28 AM 11:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

NAME

The name of the Corporation shall be HUNDRED STREET FILMS, INC.

ARTICLE II

PURPOSES

This Corporation is organized for any lawful purpose or purposes for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE III

STOCK

This Corporation is authorized to issue 500 shares of Common Stock having a par value of \$1.00 per share.

ARTICLE IV

INITIAL REGISTERED OFFICE AND INITIAL REGISTERED AGENT

The street address of the corporation's initial Registered Office is 100 Southeast 2nd Street, 37th Floor, Miami, Florida 33131, and the name of the corporation's initial Registered Agent at that address is MANUEL R. LOPEZ. The mailing address is the same.

ARTICLE V

INCORPORATOR

The name and address of the Incorporator signing these Articles is MANUEL R. LOPEZ, 100 Southeast 2nd Street, 37th Floor, Miami, Florida 33131.

ARTICLE VI

INITIAL BOARD OF DIRECTORS AND OFFICERS

This corporation shall have one director initially. The number of directors may be increased or diminished from time-to-time by the By Laws, but shall never be less than one

(1). The names and addresses of the initial directors are:

Scott Durban
269 N.E. 100 Street
Miami Shores, Florida 33138

ARTICLE VII

INDEMNIFICATION


The Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE VIII

AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, the undersigned Subscriber has executed these Articles of Incorporation this 26th day of February, 1997.



Manuel R. Lopez

FILED
97 FEB 28 AM 11:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

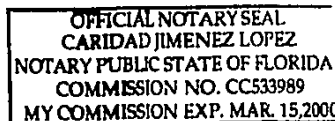
STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

I hereby certify that on this day, before me, a Notary Public, duly authorized in the State and County named above to take acknowledgments, personally appeared Manuel R. Lopez, well known to be the person described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above, this 26 day of February, 1997.

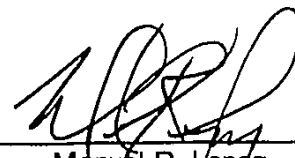

Notary Public, State of Florida at
Large

My commission expires:



ACKNOWLEDGMENT AND ACCEPTANCE OF REGISTERED AGENT

Having been named as Registered Agent for the above Corporation at the place designated in the Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of the Florida Corporations Code pertaining to the duties and responsibilities of a Registered Agent.


Manuel R. Lopez