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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY  
CONTACT: RAY STORMONT  
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: ANTARES PRODUCTIONS, INC.

AUDIT NUMBER.....H97000004675

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 4

CERT. COPIES.....1

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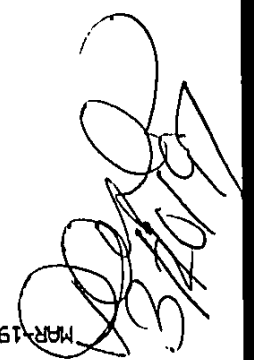
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(4)

## ARTICLE OF INCORPORATION

### ANTARES PRODUCTIONS, INC.

#### ARTICLE I NAME OF CORPORATION

The name of this corporation shall be:  
ANTARES PRODUCTIONS, INC.

With the principal place of business located at:  
905 SOUTH BAYSHORE DRIVE SUITE 1523 TOWER 2  
MIAMI, FL 33131

#### ARTICLE II GENERAL NATURE OF BUSINESS

The general nature of the business to be transacted by this Corporation shall be to engage in any and all lawful business permitted under the laws of the United States and the State of Florida.

#### ARTICLE III CAPITAL STOCK

This Corporation is authorized to issue 1000 shares of Common Stock, par value \$0.01 (one U.S. cent) per share.

#### ARTICLE IV PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash or any new common stock of this Corporation, shall have the right to purchase their pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

#### ARTICLE V INITIAL REGISTERED OFFICE

The street address of the registered office of this Corporation is:  
905 SOUTH BAYSHORE DRIVE SUITE 1523 TOWER 2  
MIAMI, FL 33131

The Name of the initial REGISTERED AGENT of this Corporation is:  
ARY PIASSAROLLO

PREPARED BY: THE LAW OFFICES OF RICARDO SANTIAGO SANCHEZ  
RICARDO SANTIAGO SANCHEZ, ESQ., FLA. BAR # 835285  
141 NE 3<sup>RD</sup> AVE 9<sup>TH</sup> FLOOR, MIAMI, FL 33132 (305) 373-6211

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ARTICLE VI  
INITIAL BOARD OF DIRECTORS

This Corporation shall have 1 Director(s) initially, the number of Directors may be either increased or diminished from time to time the bylaws, but shall never be less than one (1). The initial Director(s) of this Corporation is/are:

-PRESIDENT-  
ARY PIASSAROLLO

ARTICLE VII  
INCORPORATOR

The name and address of the person signing this article is:

ARY PIASSAROLLO  
2620 HAYES ST  
HOLLYWOOD, FL 33020

ARTICLE VIII  
INDEMNIFICATION

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

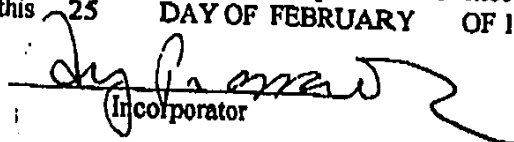
ARTICLE IX  
MANAGEMENT OF CORPORATION SHAREHOLDERS

All Corporate powers shall be exercised by or under the authority of, and the business and affairs of this Corporation shall be managed under the Director of, shareholders of this Corporation.

ARTICLE X  
BY LAWS

The power to adopt, after, amend or repeal by-laws shall be vested on the BOARD OF DIRECTORS and the SHAREHOLDER.

IN WITNESS WHEREOF, The undersigned incorporator has executed these Article of Incorporation this 25 DAY OF FEBRUARY OF 1997

  
(Incorporator)

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CERTIFICATE DESIGNATING THE ADDRESS AND AN  
AGENT UPON WHOM PROCESS MAY BE SERVED

WITNESSETH:

THAT ANTARES PRODUCTIONS, INC. DESIRING TO ORGANIZE UNDER  
THE LAWS OF THE STATE OF FLORIDA, WHICH WILL HAVE ITS  
PRINCIPAL OFFICE IN THE COUNTY OF DADE, STATE OF FLORIDA HAS  
APPOINTED:

ARI PIASSAROLLO

AS ITS AGENT ACCEPT SERVICE OF PROCESS WITHIN THE STATE.

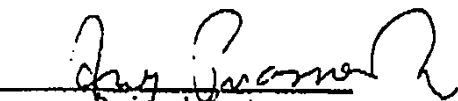
ACKNOWLEDGMENT:

HAVING BEEN NAMED BY THE FIRST BOARD OF DIRECTORS OF:

ANTARES PRODUCTIONS, INC..

TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED  
CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I  
HEREBY AGREE TO ACT IN THE CAPACITY OF REGISTERED AGENT  
FOR SAID CORPORATION, AND AGREE TO COMPLY WITH THE  
APPLICABLE PROVISION OF THE FLORIDA STATUTES.

THIS 25 DAY OF FEBRUARY , 1997.

  
Registered Agent

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