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TALLAHASSEE, FLORIDA

5/13/97

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS FAX #: (904)922-4001
FROM: ACE INDUSTRIES, INC. ACCT#: 070744001530
CONTACT: PAM FRIEDMAN
PHONE: (305)358-2571 FAX #: (305)358-7832
NAME: RODRIGUEZ GONZALEZ PRODUCTION, INC.
AUDIT NUMBER.....H97000007854
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REGISTER MAY 13 1997

H97-7854

ARTICLES OF INCORPORATION

OF

RODRIGUEZ GONZALEZ PRODUCTION, INC.

The undersigned subscriber(s) to these Article of Incorporation, natural person(s) competent to contract hereby form a corporation under the laws of the state of Florida.

ARTICLE I - CORPORATE NAME

The name of the corporation is RODRIGUEZ GONZALEZ PRODUCTION, INC.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida Law

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in motion picture and film production business activity permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue One Hundred shares 100 of One Dollar(s) (\$1.00) par value Common Stock, which shall be designated "Common Shares".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The principal office, if Known, or the mailing address of the corporation is:

RODRIGUEZ GONZALEZ PRODUCTION, INC..
13243 NW 10 TERRACE
MIAMI, FL 33182

The name and address of the Initial Registered Agent of this Corporation is:

MARISOL SOTO RODRIGUEZ
13243 NW 10 TERRACE
MIAMI, FL 33182

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either 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 director(s) of the corporation are as follows:

MARISOL SOTO RODRIGUEZ
13243 NW 10 TERRACE
MIAMI, FL 33182

JUANA MARIA GONZALEZ
13243 NW 10 TERRACE
MIAMI, FL 33182

H97-7854

ACE INDUSTRIES, INC.
84 NW 11th Street
Miami, FL 33136
305-358-2571

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ARTICLE VII - INCORPORATORS

The name & addresses of the incorporators signing these Articles of Incorporation are as follows:

MARISOL SOTO RODRIGUEZ (President, Treasurer)
13243 NW 10 TERRACE
MIAMI, FL 33182

JUANA MARIA GONZALEZ (Vice-President, Secretary)
13243 NW 10 TERRACE
MIAMI, FL 33182

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 10th day of May, 1997.

STATE OF FLORIDA)
COUNTY OF DADE) SS

Before me, a Notary Public duly authorized to take acknowledgments in this State and County set forth above, personally appeared:

Marisol Soto Rodriguez
Signature

5300-540-65-744-0
Form of Identification

Marisol Soto Rodriguez
Print Name

Juana M. Gonzalez
Signature

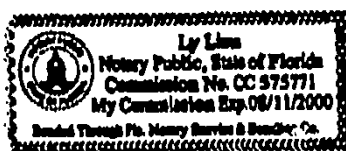
6524-433-57-724-0
Form of Identification

JUANA MARIA GONZALEZ
Print Name

Known to me and Known to be the person(s) who executed the foregoing Articles of Incorporation, who acknowledged before me that he/she executed these Articles of Incorporation, that relied upon the form of identification of the above named person(s) as indicated opposite each name, and that an oath (was)(was not) taken.
Witness my hand and official seal in the County and State last aforesaid this 10th day of May 1997.

[Signature]
Notary Signature

Ly Lina
Printed Notary Name



H97-785A

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**CERTIFICATE AND ACKNOWLEDGMENT
OF REGISTERED AGENT**

OF

RODRIGUEZ GONZALEZ PRODUCTION, INC..

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TALLAHASSEE, FLORIDA

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

The above corporation, desiring to organize under the laws of the State of Florida with its' registered office as indicated in the Articles of Incorporation at:

**13243 NW 10 TERRACE
MIAMI, FL 33182**

has named Marisol Soto Rodriguez located at the aforesaid address, as its' Registered Agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named as Registered Agent to accept service of process for the above stated corporation at the place designated in this certificate, and being familiar with the obligations of that position, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida Law in keeping open said office.

Marisol Soto Rodriguez
(Registered agent)

497-7854