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LAW OFFICES

Talbot and Associates

A PROFESSIONAL ASSOCIATION

GEOFFREY TALBOT
CECILIA ARMENTEROS

10800 BISCAYNE BOULEVARD
SUITE 630
MIAMI, FLORIDA 33161
(305) 899-8911

May 29, 1997

State of Florida
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

500002197955-8
-06/02/97--01106--018
*****70.00 *****70.00

Re: Parallax Entertainment, Inc.

To whom it may concern:

Kindly file the enclosed Articles of Incorporation for Parallax Entertainment, Inc. Enclosed please find a Money Order in the amount of \$70.00 (SEVENTY DOLLARS), representing the filing fee.

Your cooperation in this matter is most appreciated. Please advise if I may be of further service.

Very truly yours,

JUN 4 1997 BSB

TALBOT AND ASSOCIATES, P.A.

By: *Cecilia Armenteros*
CECILIA ARMENTEROS, ESQ.
For the Firm

6:11 PM
97 JUN -3 AM 11:12
STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

ARTICLE I - NAME

The name of this corporation is PARALLAX ENTERTAINMENT, INC. FLORIDA

ARTICLE II - LOCATION

The address of the principal office is 2620 N.W. 67 Street, Miami Florida 33147.

ARTICLE III - DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State.

ARTICLES IV - PURPOSE

This corporation is organized for the purpose of promotion, management and production in the music and film media for the entertainment industry.

ARTICLE V - CAPITAL STOCK

This corporation is authorized to issue 500 shares of \$1.00 par value common stock which shall be designated " Common Shares ".

ARTICLE VI - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 2620 N.W. 67 Street, Miami, Florida 33147 and the name of the initial registered agent of this corporation at that address is CHARLES THOMPSON, JR.

ARTICLE VIII- INITIAL BOARD OF DIRECTORS

This corporation shall have 1 Director constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time by the By Laws.

ARTICLE IX - INCORPORATORS

The name and address of each person signing these Articles is:

NAME	ADDRESS
Charles Thompson, Jr.	2620 N.W. 67 Street Miami, Florida 33147

ARTICLE X - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XI - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XII - DESIGNATION OF RESIDENT AGENT

Parallax Entertainment, Inc. hereby designates **CHARLES THOMPSON, JR.**, 2620 N.W. 67 Street, Miami, Florida as resident agent.

ACCEPTANCE OF RESIDENT AGENT

I am familiar with and hereby accept the duties and responsibilities as resident agent for Parallax Entertainment, Inc.

Charles Thompson, Jr.
CHARLES THOMPSON, JR.

IN WITNESS WHEREOF, the undersigned subscriber has executed these
Articles of Incorporation this 29 day of May, 1997.

Charles Thompson Jr.
CHARLES THOMPSON, JR.-Subscriber

STATE OF FLORIDA)
COUNTY OF DADE) ss:

Before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared **CHARLES THOMPSON, JR.**, who produced as identification Driver's License No. T52-117-60-348-0 and who executed the foregoing Articles of Incorporation without taking an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 2 day of May, 1997.

My Commission Expires:

Notary Public, State of Florida



GEOFFREY TALBOT
My Commission CC331268
Expires Nov. 18, 1997
Bonded by HAI
800-422-1555