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6/25/97

FLORIDA DIVISION OF CORPORATIONS
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((H97000010516 7))

TO: DIVISION OF CORPORATIONS

FAX #: (904)982-4001

FROM: FAS-T CORP. AGENTS, INC.
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NAME: FRALEX PRODUCTION INC

AUDIT NUMBER.....H97000010516

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

CERT. OF STATUS..1

PAGES..... 3

CERT. COPIES.....0

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AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

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97 JUN 26 AM 10:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BM 6/26/97

**ARTICLE OF INCORPORATION
OF**

Fralex Production Inc..

**THE UNDERSIGNED, FOR THE PURPOSE OF FORMING A CORPORATION
UNDER THE FLORIDA GENERAL CORPORATION ACT, DO HEREBY ADOPT THE
FOLLOWING ARTICLES OF INCORPORATION:**

ARTICLE ONE

THE NAME OF THE CORPORATION. Fralex Production Inc..

ARTICLE TWO

THE DURATION OF THE CORPORATION IS PERPETUAL.

ARTICLE THREE

**THE GENERAL PURPOSE FOR WHICH THE CORPORATION IS ORGANIZED
ARE:**

- 1. TO ENGAGE IN THE BUSINESS OF ANY AND ALL LAWFUL BUSINESS
CONNECTED WITH Entertainment**
- 2. TO TRANSACT ANY OTHER LAWFUL BUSINESS FOR WHICH CORPORATIONS
MAY BE INCORPORATED UNDER THE FLORIDA GENERAL CORPORATION ACT,
AND ENGAGE IN ANY OTHER TRADE OR BUSINESS WHICH CAN, BE
ADVANTAGEOUSLY CARRIED ON IN CONNECTION WITH OR AUXILIARY TO THE
FOREGOING BUSINESS.**
- 3. TO DO SUCH THINGS AS ARE INCIDENTAL TO THE FOREGOING OR NECESSARY
OR DESIRABLE IN ORDER TO ACCOMPLISH THE FOREGOING.**

ARTICLE FOUR

**THE AGGREGATE NUMBER OF SHARES WHICH THE CORPORATION IS
AUTHORIZED TO ISSUE IS 1000 SHARES. SUCH SHARES SHALL BE OF A SINGLE
CLASS, AND SHALL HAVE A PAR VALUE OF \$ 1.00**

**Prepared by Brito & Brito Accounting, Inc.
407 Lincoln Road suite 5B
Miami Beach, Florida 33139
(305) 534-9292**

ARTICLE FIVE

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THE STREET ADDRESS OF THE INITIAL REGISTERED AND PRINCIPAL OFFICE OF THE CORPORATION IS : Luis G. Brito 407 Lincoln Road suite 5-B Miami Beach, Fl. 33139 AND THE NAME OF ITS INITIAL REGISTERED AGENT AT SUCH ADDRESS IS.

Luis G. Brito

ARTICLE SIX

THE NUMBER OF DIRECTORS CONSTITUTING THE INITIAL BOARD OF DIRECTORS OF THE CORPORATION IS Two(2) THE NAME AND ADDRESS OF EACH PERSON WHO IS TO SERVE AS A MEMBER OF THE INITIAL BOARD OF DIRECTORS IS.

PRESIDENT Frank Urreta 407 Lincoln Rd # 5B Miami Beach Fl 33139

SECRETARY Luis De La Cruz

TREASURER

VICE-PRE/CEO Luis De La Cruz

ARTICLE SEVEN

THE NAME AND ADDRESS OF THE INCORPORATOR IS AS FOLLOWS:

Frank Urreta I WITNESS WHERE OF, THE UNDERSIGNED HAS MADE AND SUBSCRIBED THESE ARTICLES OF INCORPORATION AT MIAMI, FLORIDA THIS
25 DAY OF _June_ 1997



INCORPORATOR

Frank Urreta

STATE OF FLORIDA

COUNTY OF DADE

BEFORE ME, A NOTARY PUBLIC AUTHORIZED TO TAKE ACKNOWLEDGMENTS IN THE STATE AND COUNTY SET FORTH ABOVE, PERSONALLY APPEARED Frank Urreta KNOWN TO BE AND KNOWN BY ME TO BE THE PERSON WHO EXECUTED THE FOREGOING ARTICLES OF INCORPORATION, AND HE/SHE ACKNOWLEDGED BEFORE ME THAT HE/SHE EXECUTED THOSE ARTICLES OF INCORPORATION.

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IN EYEWITNESS WHEREOF, I HAVE SET HAND SEAL IN THE STATE AND
COUNTY ABOVE, ON 25 DAY OF June 1997.

NOTARY PUBLIC
STATE OF FLORIDA
COMMISSION EXPIRES

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE NAMED
CORPORATION, AT THE PLACE DESIGNATED IN THESE ARTICLES, I HEREBY
AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE
PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER PERFORMANCE OF MY
DUTIES.



REGISTERED AGENT

Luis G Brito

STATE OF FLORIDA
COUNTY OF DADE

BEFORE ME, A NOTARY PUBLIC AUTHORIZED TO TAKE ACKNOWLEDGMENT
IN THE STATE AND COUNTY SET FORTH ABOVE, PERSONALLY APPEARED
Luis G. Brito _____, KNOW TO BE AND KNOW BY ME TO
EXECUTED THE FOREGOING ACCEPTANCE BY REGISTERED AGENT, AND HE
ACKNOWLEDGED BEFORE ME THAT HE EXECUTED THAT ACCEPTANCE ON
25 DAY OF June 1997.

NOTARY PUBLIC
STATE OF FLORIDA
COMMISSION EXPIRES

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