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THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 461156 4322642

AUTHORIZATION :

COST LIMIT : \$ 70.00

Patricia

ORDER DATE : July 14, 1997

ORDER TIME : 10:20 AM

ORDER NO. : 461156-005

100002238331--8

CUSTOMER NO: 4322642

CUSTOMER: Frank Hariton, Esq
BIZAR MARTIN & TAUB, LLP

1350 Avenue Of The Americas
29th Fl
New York, NY 10019

DOMESTIC FILING

NAME: OUT THERE FILMS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stephanie Stscherban

EXAMINER'S INITIALS: _____

FILED
97 JUL 15 PM 12:20
TALLAHASSEE, FLORIDA

RECEIVED
97 JUL 15 AM 11:27

BN JUL 15 1997

ARTICLES OF INCORPORATION

OF

OUT THERE FILMS, INC. TALLAHASSEE, FLORIDA

FILED

97 JUL 15 PM 12:21

The undersigned, being an individual, does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit, pursuant to the provisions of the Florida Business Corporation Act.

FIRST: The corporate name for the corporation (hereinafter called the "corporation") is: **OUT THERE FILMS, INC.**

SECOND: The street address, wherever located, of the principal office of the corporation is:

12555 Biscayne Boulevard, Suite 924
Miami, Florida 33181

The mailing address, wherever located, of the corporation is:

12555 Biscayne Boulevard, Suite 924
Miami, Florida 33181

THIRD: The total number of shares of all classes of stock that the Corporation shall have authority to issue is 16,000,000, of which 1,000,000 shall be Preferred Stock, par value \$.0001 per share ("Preferred Stock") and 15,000,000 shall be Common Stock, par value \$.0001 per share ("Common Stock"), and the voting power, designations, preferences and relative participating option or other special qualifications, limitations or restrictions thereof are set forth hereinafter:

1. Preferred Stock

(a) The Preferred Stock may be issued in one or more series, each of which shall be distinctively designated, shall rank equally and shall be identical in all respects except as otherwise provided in subsection 1(b) of this Section 4.

(b) Authority is hereby vested in the Board of Directors to issue from time to time the Preferred Stock of any series and to state in the resolution or resolutions providing for the issuance of shares of any series the voting powers, if any, designations, preferences and relative, participating, optional or other special rights, and the qualifications, limitations or restrictions of such series to the full extent now or hereafter permitted by the law of the State of Florida in respect of the matters set forth in the following clauses (i) to (viii) inclusive;

(i) the number of shares to constitute such series, and the distinctive designations thereof;

(ii) the voting powers, full or limited, if any, of such series;

(iii) the rate of dividends payable on shares of such series, the conditions on which and the times when such dividends are payable, the preference to, or the relation to, the payment of the dividends payable on any other class, classes or series of stock, whether cumulative or non-cumulative and, if cumulative, the date from which dividends on shares of such series shall be cumulative;

(iv) the redemption price or prices, if any, and the terms and conditions on which shares of such series shall be redeemable;

(v) the requirement of any sinking fund or funds to be applied to the purchase or redemption of shares of such series and, if so, the amount of such fund or funds and the manner of application;

(vi) the rights of shares of such series upon the liquidation, dissolution or winding up of, or upon any distribution of the assets of, the Corporation;

(vii) the rights, if any, of the holders of shares of such series to convert such shares into, or to exchange such shares for, shares of any other class, classes or series of stock and the price or prices or the rates of exchange and the adjustments at which such shares shall be convertible or exchangeable, and any other terms and conditions of such conversion or exchange;

(viii) any other preferences and relative, participating, optional or other special rights of shares of such series, and qualifications, limitations or restrictions including, without limitation, any restriction on an increase in the number of shares of any series theretofore authorized and any qualifications, limitations or restrictions of rights or powers to which shares of any future series shall be subject.

(c) The number of authorized shares of Preferred Stock may be increased or decreased by the affirmative vote of the holders of a majority of the votes of all classes of voting securities of the Corporation without a class vote of the Preferred Stock, or any series thereof, except as otherwise provided in the resolution or resolutions fixing the voting rights of any series of the Preferred Stock.

2. Common Stock

(a) After the requirements with respect to preferential dividends on the Preferred Stock (fixed in accordance with the provisions of Paragraph 1 of this Section 4), if any, shall have been met and after the corporation shall have complied with all the requirements, if any, with respect to the setting aside of same as sinking funds or

redemption or purchase accounts (fixed in accordance with the provisions of Paragraph 1 of this Section 4), and subject further to any other conditions which may be fixed in accordance with the provisions of Paragraph 1 of this Section 4, then and not otherwise the holders of Common Stock shall be entitled to receive such dividends as may be declared from time to time by the Board of Directors.

(b) After distribution in full of the preferential amount (fixed in accordance with the Provisions of Paragraph 1 of this Section 4), if any, to be distributed to the holders of Preferred Stock in the event of the voluntary or involuntary liquidation, distribution or sale of assets, dissolution or winding-up of the Corporation, the holders of Common Stock shall, subject to the rights, if any, of the holders of Preferred Stock to participate therein (fixed in accordance with the provisions of Paragraph 1 of this Section 4) be entitled to receive all the remaining assets of the Corporation, tangible and intangible, of whatever kind available for distribution to stockholders ratably in proportion to the number of shares of Common Stock held by them respectively.

(c) Except as may otherwise be required by law or by the provisions of such resolution or resolutions as may be adopted by the Board of Directors pursuant to Paragraph 1 of this Section 4, each holder of Common Stock shall have one vote in respect of each share of Common Stock held by him on all matters voted upon by the stockholders.

3. OTHER PROVISIONS RELATED TO SHARES OF STOCK:

(a) No holder of any of the shares of any class or series of stock or of options, warrants or other rights to purchase shares of any class or series of stock or of other securities of the Corporation shall have any preemptive right to purchase or subscribe for any unissued stock of any class or series or any additional shares of any class or series to be issued by reason of any increase of the authorized capital stock of the Corporation of any class or series, or bonds, certificates of indebtedness, debentures or other securities convertible into or exchangeable for stock of the Corporation of any class or series, or carrying any right to purchase stock of any class or series, but such unissued stock, additional authorized issue of shares of any class or series of stock or securities convertible into or exchangeable for stock, or carrying any right to purchase stock, may be issued and disposed of pursuant to resolution of the Board of Directors to such persons, firms, corporations or associations, whether such holders or others, and upon such terms as may be deemed advisable by the Board of Directors in the exercise of its sole discretion.

(b) The powers and rights of Common Stock shall be subordinated to the powers, preferences and rights of the holders of Preferred Stock. The relative powers, preferences and rights of each series of Preferred Stock in relation to the powers, preferences and rights of each other series of Preferred Stock shall, in each case, be

as fixed from time to time by the Board of Directors in the resolution or resolutions adopted pursuant to authority granted in Paragraph 1 of this Section 4 and the consent, by Class or series, vote or otherwise, of the holders of such of the series of are from time to time outstanding Preferred Stock as for the issuance by the Board of shall not be required Directors of any other series of rights of such other series shall be fixed by the Board of Directors as senior to, or on a parity with, the powers, preferences and rights of such outstanding series, or any of them; provided, however, that the Board of Directors may provide in the resolution or resolutions as to any series of Preferred Stock adopted pursuant to Paragraph 1 of this 4 Section 4 that the consent of the holders of a majority (or such greater proportion as shall be therein fixed) of the outstanding shares of such series voting thereon shall be required for the issuance of any or all other series of Preferred Stock.

(c) subject to the provisions of subparagraph (b) of this Paragraph 3 of this Section 4, shares of any series of Preferred Stock may be authorized or issued from time to time as the Board of Directors in its sole discretion shall determine and on such terms and for such consideration as shall be fixed by the Board of Directors in its sole discretion.

(d) Shares of Common stock may be issued from time to time as the Board of Directors in its sole discretion shall determine and on such terms and for such consideration as shall be fixed by the board of Directors in its sole discretion.

(e) The authorized number of shares of Common Stock and of Preferred Stock Preferred Stock may be increased or decreased from time to time by the affirmative vote of the holders of a majority of the outstanding shares of Common Stock and Preferred Stock of the corporation entitled to vote thereon.

FOURTH: The street address of the initial registered office of the corporation in the State of Florida is 12555 Biscayne Boulevard - Suite 924, Miami, Florida 33181.

The name of the initial registered agent of the corporation at the said registered office is Walter B. Liebowitz.

The written acceptance of the said initial registered agent, as required by the provisions of Section 607.501 of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is made a part of these Articles of Incorporation.

FIFTH: The name and address of the incorporator are:

Name

Address

Frank J. Hariton

1350 Avenue of the Americas - 29th Floor
New York, New York 10019

SIXTH: No holder of shares of any class of the corporation shall be entitled as of right to subscribe for, purchase, receive or otherwise acquire any new or additional shares of any class, whether now or hereafter authorized which the corporation proposes to issue, or any notes, bonds, debentures or other securities convertible into, or carrying options or warrants to purchase, shares of any class which the corporation proposes to grant or to issue or grant; but all such new or additional shares of any class, or notes, bonds, debentures or other securities convertible into, or carrying options or warrants to purchase, shares of any class may be issued, or reissued if the same have been reacquired and if their reissue is not prohibited, or otherwise or disposed of by the Board of Directors to such persons and on such terms as it, in its absolute discretion, may deem advisable without first offering the same to any existing holder of shares of the corporation.

SEVENTH: The purposes for which the corporation is organized, are to engage in any lawful business for which corporations may be organized under the Florida Business Corporation Act.

EIGHTH: The duration of the corporation is to be perpetual.

NINTH: The corporation shall, to the fullest extent permitted by the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities or other matters referred to or covered by said provisions, and the indemnification provided for herein shall not be deemed to be exclusive of any other rights to which those indemnified may be entitled under any Bylaw, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

TENTH: Whenever the corporation shall be involved engaged in the business of exploiting natural resources or other wasting assets, distributions may be paid in cash out of depletion or similar reserves at the discretion of the Board of Directors and in conformity with the provisions of the Florida Business Corporation Act.

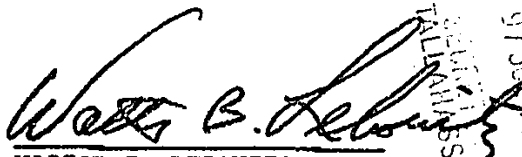
Signed on July 14, 1997.


Frank J. Hariton, Incorporator

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

WALTER B. LEBOWITZ HAVING A BUSINESS OFFICE at 12555 Biscayne Blvd., Suite 924, Miami, FL 33181 and, having been designated as the Registered Agent in the above and foregoing Articles, and to accept service of process for the said corporation at the place designated in these Articles of Incorporation.

I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with the obligations of the position of registered agent and accept the obligations of my position as registered agent.


WALTER B. LEBOWITZ

Dated: July 14, 1997

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