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ACCOUNT NO. : 072100000032

REFERENCE : 455243 8690A

AUTHORIZATION : *Patricia Pujols*

COST LIMIT : \$ 70.00

ORDER DATE : July 8, 1997

ORDER TIME : 12:37 PM

ORDER NO. : 455243-005

300002243493--7

CUSTOMER NO: 8690A

CUSTOMER: Ms. Roxana T. Collazo
BEDZOW KORN & KAN, P.A.

P. O. Box 8020

Hallandale, FL 33008

DOMESTIC FILING

NAME: INNERVISION 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: Andrew Cumper

EXAMINER'S INITIALS: _____

FILED IN FLORIDA

JUL 22 1997

97 JUL 22 AM 9:59
DIVISION OF CORPORATIONS

RECEIVED

5

64 JUL 22 1997

ARTICLES OF INCORPORATION
OF
INNERVISION FILMS, INC.

FILED

97 JUL 22 AM 10:05

TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

INNERVISION FILMS, INC.

The address of the principal office of this corporation shall be 12550 Biscayne Boulevard, Suite 200, Miami Florida 33161, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 7500 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 20803 Biscayne Boulevard, Suite 200, Aventura, Florida 33180, and the name of the registered agent of the corporation at that address is Richard Wolf.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have two Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Robert S. Shapiro
Pres./Dir.

12550 Biscayne Boulevard,
Suite 200,
Miami, Florida 33161.

Michael C. Retto.
V.Pres./Dir.

same

ARTICLE VII. OFFICERS

The name and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Robert S. Shapiro

Biscayne Boulevard,
Suite 200,
Miami, Florida 33161.

Michael C. Retto

Same

ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of Corporation Service Company, has hereunto set their hand and seal of Corporation Service Company on July 9, 1997.

CORPORATION SERVICE COMPANY

By: 

Its Agent, Karen B. Rozar

ACCEPTANCE OF REGISTERED AGENT
DESIGNATED IN THE ARTICLES OF INCORPORATION

RICHARD C. WOLFE, ESQ., an individual residing in this state having a business office identical with the registered office of the corporation named below, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation of:

is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

By 

NAME: RICHARD C. WOLFE, ESQ.

MAILED
JAN 27 1965
TALLAHASSEE, FLORIDA