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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: FAS-T CORP. AGENTS, INC.
CONTACT: LIDIA FERNANDEZ
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NAME: FRANCISCO MEDINA PRODUCTIONS, INC.
AUDIT NUMBER.....H97000012350
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TALLAHASSEE, FLORIDA

**CERTIFICATE OF INCORPORATION
OF
FRANCISCO MEDINA PRODUCTIONS, INC**

We, the undersigned, hereby associate ourselves together for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provisions of the State of Florida providing for the formation, liability, rights, privileges and immunities of a corporation for profit.

ARTICLE I - NAME

The name of the corporation shall be:

Francisco Medina Productions, Inc.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

3703 SW 1st Street Suite A
Miami, FL 33134-1801

ARTICLE III - PURPOSE

The corporation shall have perpetual existence and may engage in any and all business permitted under the laws of the State of Florida and the United States, with a concentration in the promotion and arrangement of shows, movies, TV, Video, and the export and import of movies, videos, marketing supplies, etc.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 1,000 shares of \$1.00 (one) par value common stock.

Prepared by: Yesit J. Campo
85 Grand Canal Dr Ste 102
Miami, FL 33144
(305) 262-4990

ARTICLE V - PREEMPTIVE RIGHTS

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

ARTICLE VI - INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

Francisco Medina
3703 SW 1st Street Suite A
Miami, Florida 33134-1801

ARTICLE VII - BOARD OF DIRECTORS

This corporation shall have one 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 initial director of this corporation is:

Francisco Medina
President/Trea\Secretary

3703 SW 1st St Ste A
Miami, FL 33134-1801

ARTICLE VIII - INCORPORATOR

The name and street address of the incorporator to these articles is:

Francisco Medina
3703 SW 1st Street Ste A
Miami, FL 33134-1801

ARTICLE IX - INDEMNIFICATION

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

ARTICLE X - BY LAWS

The power to adopt, alter, amend or repeal the by-laws shall be vested in the board of directors and the shareholders. In witness whereof, the undersigned incorporator has executed these articles of incorporation this 23rd day of July, 1997


Francisco Medina

CERTIFICATE DESIGNATING THE ADDRESS AND
AN AGENT UPON WHOM PROCESS MAY BE SERVED

WITNESSED:

That Francisco Medina Productions, Inc. desiring to organize under the laws of the state of Florida has appointed Francisco Medina of 3703 SW 1st St Ste A, Miami, FL 33134 as its registered agent to accept service of process within the state.

ACKNOWLEDGMENT:

Having been named by the first board of directors of Francisco Medina Productions, Inc. to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and agree to comply with the applicable provisions of the Florida Statutes, this 23rd day of July, 1997


Francisco Medina,
Registered Agent

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