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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: CORPORATE CREATIONS INTERNATIONAL INC.

ACCT#: 110432003053

CONTACT: JERRY G. RODRIGUEZ

PHONE: (305)672-0686

Luis

FAX #: (305)672-9110

NAME: D-LINEA FILMS, INC.

AUDIT NUMBER.....H97000017528

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

CERT. OF STATUS..1

PAGES..... 4

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ARTICLES OF INCORPORATION

Article I. Name

EFFECTIVE DATE

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The name of this Florida corporation is:
D-LINEA FILMS, INC.

Article II. Address

The mailing address of the Corporation is:
D-LINEA FILMS, INC.
9300 NW 25 Street
Suite 207
Miami FL 33172

Article III. Registered Agent

The name and address of the registered agent of the Corporation is:
Randall L. Sidlosca
1101 Brickell Avenue
Suite 400
Miami FL 33131

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Article IV. Board of Directors

The name of each member of the Corporation's Board of Directors is:

Rafael Segovia Gonzalez Nelson Chacin Gonzalez
Maurizio De Vita Joyce
Margarita Morales de los Rios
de Garcia

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

Randall L. Sidlosca | FL Bar Member 511609
Randall L. Sidlosca, P.A.
1101 Brickell Avenue
Suite 400
Miami FL 33131
305-375-0014
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Article V. Capital Stock

The Corporation shall have the authority to issue 1,000 shares of common stock, par value \$1.00 per share.

Article VI. Incorporator

The name and address of the incorporator is:

Randall L. Sidlosca
Randall L. Sidlosca, P.A.
1101 Brickell Avenue
Suite 400
Miami FL 33131

Article VII. Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin on October 20, 1997.

The undersigned incorporator executed these Articles of Incorporation on October 22, 1997.



RANDALL L. SIDLOSCA
by L.A. Uriarte as attorney-in-fact

Randall L. Sidlosca | FL Bar Member 511609
Randall L. Sidlosca, P.A.
1101 Brickell Avenue
Suite 400
Miami FL 33131
305-375-0014
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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

CORPORATION:
D-LINEA FILMS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

REGISTERED AGENT/OFFICE:
Randall L. Sidlosca
1101 Brickell Avenue
Suite 400
Miami FL 33131

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



RANDALL L. SIDLOSCA
by L.A. Uriarte as attorney-in-fact

Date: October 22, 1997

Randall L. Sidlosca | FL Bar Member 511609
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1101 Brickell Avenue
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Miami FL 33131
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