

ORIGINAL

TRANSMITTAL LETTER

P97000091298

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT 22 PM 3:23

THE POST OFFICE-MIAMI, INC.

SUBJECT: _____
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate

\$122.50
Filing Fee
& Certified Copy

\$131.25
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: WILLIAM N. EDWARDS
Name (Printed or typed)

2811 S.W. 3rd Avenue
Address

MIAMI, FLORIDA 33129
City, State & Zip

(305)665-7765
Daytime Telephone number

900002326819--7
-10/22/97--01055--009
*****78.75 *****78.75

NOTE: Please provide the original and one copy of the articles.

RP
10-23-97

ORIGINAL

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ARTICLES OF INCORPORATION

OF

THE POST OFFICE - MIAMI, INC.

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The undersigned subscribers to these articles of incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation under the law of the State of Florida.

ARTICLE I - NAME

THE NAME OF THE CORPORATION IS:

THE POST OFFICE-MIAMI, INC.

ARTICLE II - NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation shall be:

- (a) To engage in the pre and post production of television, film, audio, music, multimedia, and all other information mediums, including any services, maintenance, design, rental and installations of any and all related systems, and the performance of any other business incidental to or related with such work.

The foregoing purposes and activities will be interpreted as examples only and not as limitations, and nothing therein shall be deemed as prohibiting the corporation from extending its activities to any related or otherwise permissible lawful business purposes which may become necessary, profitable or desirable for the furtherance of the corporate objectives expressed above.

(b) To manufacture, purchase or otherwise acquire, and to own mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with, goods, wares, merchandise, real and personal property and services of every class, kind and description.

(c) To conduct business in, have one or more offices in, and buy, hold mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks and licenses in the State of Florida and in all other states, districts, territories, countries or colonies.

(d) To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidence or indebtedness, and execute such mortgages, transfers or corporate property or other instruments to secure the payments of corporate indebtedness as required.

(e) To purchase the corporate assets of any other corporation and engage in the same or other character of business.

(f) To acquire by purchase, subscription or otherwise, and to receive, hold, own, guarantee, sell, assign, exchange, underwrite, transfer, mortgage, pledge or otherwise dispose of or deal in and with any of the shares of the capital stock, or any voting trust certificates in respect of the shares of capital stock, scrip, warrants, rights, bonds, debentures, notes, trust receipts and other securities, obligations, choses in action and evidence of indebtedness or interest issued or created by any corporation, joint stock companies, syndicates, associations, firms, trusts, or persons, public or private, or by the government of the United States of America, or by any foreign government, or by any state, territory, province, municipality or other political subdivision or by any governmental agency, and as owner thereof to possess

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and exercise all the rights, powers and privileges or ownership including the right to execute consents and vote thereon, and to do any and all acts and things necessary or advisable for the preservation, protection, improvement and enhancement in value thereof.

(g) In general, to carry on any other business in connection with the foregoing, and to have and exercise all the powers conferred by the laws of Florida upon corporations formed under its laws, and to do any or all things herein before set forth to the same extent as natural persons might or could do.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is:

FIVE HUNDRED SHARES (500) OF ONE DOLLAR (\$1.00) EACH

All the aforementioned stock is to be issued as fully paid for and exempt from assessment. The capital stock may be paid for in money, property, labor or services, at a just valuation to be fixed by incorporators or by the directors at a meeting called for such purpose.

ARTICLE IV - INITIAL CAPITAL

The amount of capital with which this corporation shall begin business is no less than:

FIVE HUNDRED SHARES (500) OF ONE DOLLAR (\$1.00) EACH

ARTICLE V - TERMS OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI - ADDRESS

The initial post office address of this corporation in the State of Florida is:

2811 S.W. 3rd. Avenue
Miami, Florida 33129

The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE VII- DIRECTORS

The corporation shall have 3 directors initially. The number of directors may be increased or decreased from time to time in such manner as may be prescribed By-laws, but shall never be less than two (2). The corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a director or officer of the corporation and any person who serves at the request of the corporation, as a director or officer of any corporation from and against any and all claims and liabilities to which such persons shall become subject by reason of his having heretofore or hereafter being a director or officer of the corporation, or by any reason of any action alleged to have been heretofore or hereafter taken or omitted by him as such director or officer and shall reimburse each such person for all legal and other expenses reasonably incurred by him in connection with any such claim or liability provided that no person shall be indemnified against, or be reimbursed for, any expenses incurred in connection with any claim or liability as to which it shall be adjudged that such officer or director is liable of negligence or willful misconduct in the performance of his duties.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he may be lawfully entitled nor shall anything herein contained restrict the right of the corporation to indemnify and reimburse such person in any proper case even though not specifically herein provided for. No contract or other transaction between this corporation and any

be affected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporations; any director individually, or any firm on which any director may be a member may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the corporation, provided that the fact that he or such firm so interested shall be disclosed or shall have been known to the Board of Directors or such members thereof and shall be present at any meeting of the Board at which action upon any such contract or transaction shall be taken; and any director of the corporation who is also a director or officer of such other corporation or is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize such contract or transaction, with the like force and effect as if he were not such director or officer of such corporation or not interested.

ARTICLE VIII- INITIAL DIRECTORS

The names and post office addresses of the members of the first Board of Directors are:

NAMES	TITLE	ADDRESS
WILLIAM N. EDWARDS	President	2811 S.W. 3rd Avenue Miami, Florida 33129
ALFREDO CEVALLOS	Secretary	2811 S.W. 3rd Avenue Miami, Florida 33129
ISABEL L. EDWARDS	Treasurer	7224 S.W. 3rd Avenue Miami, Florida 33183

ARTICLE IX - SUBSCRIBERS

The name and post office addresses of each subscriber of these
Article of Incorporation are:

NAMES	ADDRESSES	SHARES
WILLIAM N. EDWARDS	2811 S.W. 3rd Avenue Miami, FL 33129	400
ISABEL L. EDWARDS	7224 S.W. 132 Court Miami, FL 33183	100


ARTICLES-AMENDMENTS

These Articles of Incorporation may be amended in the matter provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders meeting by a majority of the stock entitled to vote hereon.

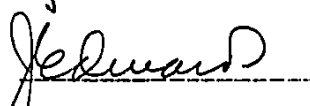
In witness whereof, the parties to these Articles of Incorporation have hereunto set their hands and seal this 10th day of October of 19 97.

 WILLIAM N. EDWARDS

President/Registered Agent

 ALFREDO CEVALLOS

Secretary

 ISABEL L. EDWARDS

Treasurer

State of Florida, County of Dade

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above, to take acknowledgements, personally appeared:

WILLIAM N. EDWARDS, ALFREDO CEVALLOS, ISABEL L. EDWARDS

to me known to be the persons described as subscribers in and who executed the foregoing Articles of Incorporation, and acknowledge before me that they subscribe to these Articles of Incorporation.

WITNESS MY HAND AND OFFICIAL SEAL IN THE COUNTY OF DADE STATE OF FLORIDA Sworn to and subscribed before me this 10th day of October, 19 97.

My commission expires:

NOTARY PUBLIC

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 OCT 22 PM 3:23

ARTICLES OF INCORPORATION

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

THE POST OFFICE-MIAMI, INC.

ARTICLE II PRINCIPAL OFFICE

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

2811 S.W. 3rd. Avenue, Miami, Florida 33129

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

FIVE HUNDRED SHARES (500) of one dollar each (\$1.00)

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent are:

William N. Edwards 2811 S.W. 3rd Avenue, Miami, Florida 33129

ARTICLE V INCORPORATOR

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

William N. Edwards, 2811 S.W. 3rd Avenue, Miami, Florida 33129



Signature/Incorporator


WILLIAM N EDWARDS

10-12-97

Date

(An additional article must be added if an effective date is requested.)

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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 and accept the obligations of my position as registered agent.



Signature/Registered Agent

WILLIAM N EDWARDS

10-12-97

Date