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OF COUNSEL

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TELEPHONE (305) 476-1901

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March 23, 2001

Florida Department of State

Division of Corporations

Amendments Section

PO Box 6327

Tallahassee, Florida 32314

800003909238--4
-03/26/01-01077-007
*****35.00 *****35.00

To whom it may concern:

Enclosed herewith please find one original and one copy of an Amended and Restated Articles of Incorporation for Village Films, Inc. along with a check in the amount of \$35.00. Please remit back the certified copy of these Amended and Restated Articles of Incorporation for Village Films, Inc. as soon as possible to my attention ROBERT JAMES JULIA. If you should have any questions please contact me at your convenience. My phone number is 305-476-1901.

Sincerely,



Robert James Julia, Esq.

FILED
01 MAR 26 PM 3:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

A+Restated
Articles

Gave OK to
add adoption
on doc. (28)

S. PAYNE APR 5 - 2001

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
VILLAGE FILMS, INC.

FILED

01 MAR 26 PM 3:22

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The name of the Corporation is: VILLAGE FILMS, INC.

ARTICLE I

The maximum number of shares of capital stock that the Corporation is authorized to issue is One-Thousand (1000) shares, at \$ 1.00 par value each share.

ARTICLE II

The Corporation shall have perpetual existence unless sooner dissolved according to law.

ARTICLE III

The name and street address of the Incorporator(s) signing these Articles of Incorporation is (are):

NAME

ADDRESS

Gustavo Godoy

421 Marmore Ave
Coral Gables, Florida 33146

Carlos Ojeda

40 NW 116A #6
Miami, FL 33172

ARTICLE IV

The principal office of the Corporation is: 1295 Coral Way, Miami, Florida 33145.

ARTICLE V

The street address of the registered agent of the Corporation is: 421 Marmore Ave., Coral Gables, Florida 33134 and the name of the initial registered agent of the Corporation is: Gustavo Godoy.

ARTICLE VI

The name and street address of the director(s) to these Articles of Incorporation is (are):

NAME

ADDRESS

POSITION

Gustavo Godoy

421 Marmore Ave.
Coral Gables, Florida 33146

President/Treasurer

Carlos Ojeda

40 NW 116A #6
Miami, FL 33172

Vice-President/Secretary

IN WITNESS WHEREOF, these Amended and Restated Articles of Incorporation have been executed this 9th day of March, 2001. The Amended and Restated Articles of Incorporation were adopted by the shareholders and directors on February 28, 2001.


Gustavo Godoy


Carlos Ojeda

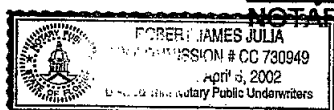
STATE OF FLORIDA)

) SS:

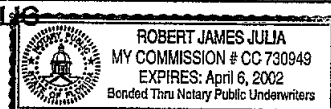
COUNTY OF DADE)

The foregoing Articles of Incorporation was acknowledged before me this 9th day of March, 2001 by Gustavo Godoy and Carlos Ojeda, who has produced a valid Florida Driver's License as identification and who did take an oath.

My Commission Expires:



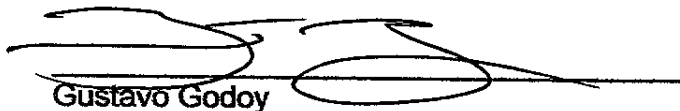
NOTARY PUBLIC



**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN FLORIDA, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

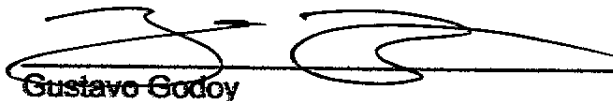
IN COMPLIANCE with Section 48.091, Florida Statutes, the following is submitted:

FIRST: That Village Films, Inc. desiring to organize or qualify under the laws of the State of Florida, has named Gustavo Godoy, with its registered agent's office located at 421 Marmore Ave., Coral Gables, Florida 33135, County of Dade, State of Florida to accept service of process within the State of Florida.


Gustavo Godoy

March 9, 2001

HAVING BEEN named to accept service of process for the above stated Corporation, at the place designated in this Certificate, the undersigned **HEREBY AGREES** to act in said capacity, and **FURTHER AGREES** to comply with the provisions of all statutes relative to the proper and complete performance of its duties.


Gustavo Godoy

March 9, 2001