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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  
PHONE: (305)599-0839

ACCT#: 071001002335

FAX #: (305)716-0346

NAME: ~~H&O FILMS, INC.~~ *Brunella intercontinental M, Inc.*

AUDIT NUMBER.....H97000018916

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

CERT. OF STATUS..1

PAGES..... 3

CERT. COPIES.....0

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AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

\*\* ENTER 'M' FOR MENU. \*\*

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

B. REGISTER NOV 13 1997

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CERTIFICATE OF INCORPORATION  
OF

BRUNELLA INTERCONTINENTAL M, 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:

BRUNELLA INTERCONTINENTAL M, INC.

ARTICLE II - PRINCIPAL OFFICE

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

3550 BISCAYNE BLVD STE 308  
MIAMI, FL 33141

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.

ARTICLE IV - CAPITAL STOCK

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

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.

Prepared by: Yesit J. Campo  
9572 NW 41 Street  
Miami, FL 33178  
(305) 593-2003

ARTICLE VI-INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

MODESTA ESPINAL  
3550 BISCAYNE BLVD STE 308  
MIAMI, FL 33141

ARTICLE VII - BOARD OF DIRECTORS

This corporation shall have one director 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 directors of this corporation are:

MODESTA ESPINAL                      3550 BISCAYNE BLVD STE 308  
PRESIDENT/SECRETARY              MIAMI, FL 33141

ARTICLE VIII - INCORPORATOR

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

MODESTA ESPINAL  
3550 BISCAYNE BLVD STE 308  
MIAMI, FL 33141

ARTICLE IX - INDEMNIFICATION

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

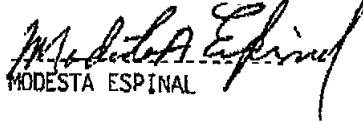
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## ARTICLE X - BY LAWS

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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 1st day of November, 1997

  
MODESTA ESPINAL

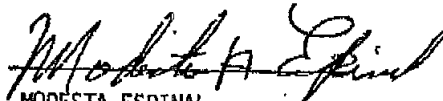
CERTIFICATE DESIGNATING THE ADDRESS AND  
AN AGENT UPON WHOM PROCESS MAY BE SERVED

WITNESSED;

That BRUNELLA INTERCONTINENTAL M. INC. to organize under the laws of the state of Florida has appointed MODESTA ESPINAL of 3550 BISCAYNE BLVD, STE 308, MIAMI, FL 33141 as its registered agent to accept service of process within the state.

## ACKNOWLEDGMENT:

Having been named by the first board of directors of BRUNELLA INTERCONTINENTAL M. 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 1st day of November, 1997

  
MODESTA ESPINAL  
Registered Agent