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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: BRUNELLA INTERCONTINENTAL M. INC.
AUDIT NUMBER.....H97000018917
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
CERT. OF STATUS..1 PAGES..... 3
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** ENTER 'M' FOR MENU. **

ATTN: Becky

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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B. McKnight NOV 14 1997

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CERTIFICATE OF INCORPORATION
OF

H2O FILMS, 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:

H2O Films, Inc.

ARTICLE II - PRINCIPAL OFFICE

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

1324 Euclid Ave Ste 1
Miami Beach, FL 33139

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

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TALLAHASSEE, FLORIDA

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ARTICLE VI-INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

Miguel Urdaneta
1324 Euclid Ave #1
Miami Beach, FL 33139

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 is:

Miguel Urdaneta
President\Secretary

1324 Euclid Ave #1
Miami Beach, FL 33139

ARTICLE VIII - INCORPORATOR

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

Miguel Urdaneta
1324 Euclid Ave #1
Miami, FL 33139

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

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 7th day of November, 1997



Miguel Urdaneta


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

WITNESSED:

That H2O Films, Inc. to organize under the laws of the state of Florida has appointed Miguel Urdaneta of 1324 Euclid Ave, #1, Miami, FL 33139 as its registered agent to accept service of process within the state.

ACKNOWLEDGMENT:

Having been named by the first board of directors of H2O Films, 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 7th day November, 1997



Miguel Urdaneta
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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