

P98000001347

TRANSMITTAL LETTER

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

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-12/29/97--01050--002
****131.25 ****131.25

SUBJECT: THE INTERNATIONAL MOTION PICTURE CORPORATION
(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: MARC VANLAER
Name (Printed or typed)
435 SEASPRAY AVENUE
Address
PALM BEACH, FL. 33480
City, State & Zip
(561) 833-9093
Daytime Telephone number

FILED
98 JAN -7 AM 10:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

86-1-1
53

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

ARTICLES OF INCORPORATION

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

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TALLAHASSEE, FLORIDA

ARTICLE I : NAME

The name of the corporation shall be : **The International Motion Picture Corporation.**

ARTICLE II : PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be :
435 Seaspray Avenue
Palm Beach, Fl. 33480

ARTICLE III : SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is : 50,000,000.00 .

ARTICLE IV : INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:
Christopher SCHILLING Esq.
sixth floor, Plaza Center West
251 Royal Palm Way
Post Office Box 2715
Palm Beach, FL. 33480

ARTICLE V : INCORPORATORS

The names and street addresses of the Incorporators to these Articles of Incorporation are :
* Mr. Larry SPANGLER, 1000 U.S.Highway 1, Town House # 748, Jupiter, Fl. 33477
and
* VERMEIL EURO PACIFIC CAPITAL, Hill House, High Gate Hill, London N195UU,
United Kingdom,represented by Mr. Marc Van Laer, 435 Seaspray Avenue, Palm Beach,
Fl. 33480

ARTICLE VI : OFFICERS / DIRECTORS

The names and street addresses of the Officers and Directors of the Corporation are :

* Mr. Larry Spangler : Chief Executive Officer and Director, 1000 U.S. Highway 1, Town House # 748, Jupiter, Fl. 33477

* Mr. Marc Van Laer : President and Chief Financial Officer, 435 Seaspray Avenue, Palm Beach, Fl. 33480.

ARTICLE VII : THE PURPOSES

The purposes of the Corporation are as follows : The production, distribution, purchase and sale of motion pictures, TV programs, commercials, music and music videos and theatre plays, including without limitation: the originating, developing, purchasing and selling, receiving and being granted options on stories, screenplays and scripts ; the contracting, instructing and supervising of movie directors, cast and production staff ; the contracting and supervising of all below-the-line budget items including fringes and completion bonds, general overhead as well as all distribution channels and prints & advertising. 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.

ARTICLE VIII : MANAGEMENT OF THE CORPORATION

The business and affairs shall of the Corporation shall be managed by its Board of Directors which elects the Officers of the Corporation.

ARTICLE IX : BYLAWS OF THE CORPORATION

The Board of Directors of the Corporation shall adopt bylaws including the following :
Powers of the corporation, board of directors and shareholders ; Par value and classes of shares ;
Provision for personal liability of shareholders ; Any provision required or deemed necessary to be set forth in the bylaws.

The undersigned incorporator(s) has (have) executed these Articles of Incorporation this 26th day of December, 1997.

For Vermeil Euro Pacific Capital
Marc Van Laer.



**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: THE INTERNATIONAL MOTION PICTURE CORPORATION

2. The name and address of the registered agent and office is:

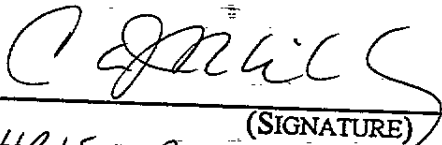
CHRISTOPHER SCHILLING ESQ.
(NAME)

PLAZA CENTER WEST, 251 ROYAL PALM WAY
(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

PALM BEACH - FL 33480
(CITY/STATE/ZIP)

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TALLAHASSEE, FLORIDA

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)

CHRISTOPHER SCHILLING

1-5-98
(DATE)