

JORGE DELGADO
1305 Columbus Boulevard
Coral Gables, Florida 33134
Phone: (305)444-3980

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB 23 PM 1:25

998000017249

January 30, 1998

EFFECTIVE DATE
2-27-98

Corporate Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, FL 32301

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****122.50 ****122.50

Re: Articles of Incorporation of Global Production Services, Inc.

Gentlemen:

Enclosed for filing with your office are duplicate originals of the Articles of Incorporation of Global Production Services, Inc.

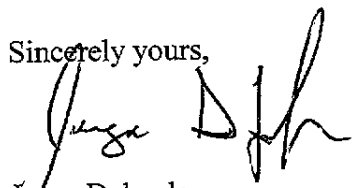
A check in the amount of \$122.50 is enclosed, representing payment as follows:

Certified Copy	\$ 52.50
Registered Agent Designation	35.00
Filing Fee	<u>35.00</u>

TOTAL \$122.50

After filing, please send a certified copy of the Articles of Incorporation to the address of letterhead.

Sincerely yours,


Jorge Delgado

JD/bv
Enclosures

W98-3076

February 20, 1998

Florida Department of State
c/o Sharon Tala
Division of Corporations
P.O. Box 6327
Tallahassee, Fl. 32314

Certified Mail No. Z 046-339-325

Re: Letter Number 598A00007860
Global Production Services, Inc.

Dear Ms. Tala:

Per our conversation held on this date, enclosed please find the document you requested correcting the effective date of the above mentioned corporation. As you indicated, said documents do not need to be notarized once again. If you need any additional information concerning this matter, please do not hesitate to contact me at (305) 444-3980.

Thank you for your assistance regarding this matter.

Sincerely,

Jorge Delgado

*Jorge Delgado
1305 Columbus Boulevard
Coral Gables, Fl. 33134*



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

February 11, 1998

JORGE DELGADO
1305 COLUMBUS BLVD.
CORAL GABLES, FL 33134

SUBJECT: GLOBAL PRODUCTION SERVICES, INC.
Ref. Number: W98000003076

We have received your document for GLOBAL PRODUCTION SERVICES, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

The effective date is not acceptable since it is not within five working days of the date of receipt.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6924.

Sharon Tala
Document Specialist Supervisor

Letter Number: 598A00007860

ARTICLES OF INCORPORATION
OF
GLOBAL PRODUCTION SERVICES, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB 23 PM 1:25

The undersigned, for the purposes of forming a corporation for profit pursuant to the laws of the State of Florida, hereby makes, subscribes, acknowledges and files the following Articles of Incorporation:

EFFECTIVE DATE

2-27-98

ARTICLE I

The name of this Corporation shall be Global Production Services, Inc..

ARTICLE II

This Corporation shall have the authority to engage in any activity of business permitted under the laws of the United States and of the State of Florida.

ARTICLE III

This Corporation is authorized to issue 100 shares of common stock, \$.01 par value.

Each share of common stock of this Corporation shall entitle the holder of record thereof to one vote upon each proposal presented at lawful meetings of the shareholders. No holder of common stock of this Corporation shall be entitled to any right of cumulative voting.

ARTICLE IV

The initial registered agent of this Corporation is Jorge Delgado and the principal address and registered office address of this Corporation is 1305 Columbus Boulevard, Coral Gables, Florida 33134.

ARTICLE V

This Corporation shall have 1 Director initially. The number of directors may be increased or decreased from time to time by a vote of a majority of the Shareholders, but shall never be less than one. The name and address of each initial director is:

Jorge Delgado
1305 Columbus Boulevard
Coral Gables, Florida 33134

ARTICLE VI

This Corporation is to exist perpetually unless sooner dissolved according to law. The Corporation shall be effective as of February 27, 1998.

ARTICLE VII

The name and street address of the incorporator is Jorge Delgado, 1305 Columbus Boulevard, Coral Gables, Florida 33134.

ARTICLE VIII

1. The Board of Directors shall adopt the initial bylaws of this Corporation. The bylaws may be amended from time to time by either the Shareholders or the Directors. The Shareholders may amend, alter, or repeal any bylaw adopted by the Directors. The Directors may not alter, amend or repeal any bylaw adopted by the Shareholders, nor may the Directors adopt bylaws that would be in conflict with the bylaws adopted by the Shareholders.

2. Any incorporator or Shareholder present at any meeting, either in person or by proxy, and any Director present in person at any meeting of the Board of Directors, shall conclusively be deemed to have received proper notice of such meeting unless he shall make objection at such meeting to any defect or insufficiency of notice.

3. Each Director and Officer of the Corporation, whether or not then in office, shall be indemnified by the Corporation against all costs and expenses reasonably incurred by or imposed upon him in connection with or arising out of any claim, demand, action, suit or proceeding in which he may be involved or to which he may be made a party by reason of his being or having been a Director or Officer of the Corporation, said costs and expenses to include attorney's fees and the cost of reasonable settlement made with a view to curtailment of costs of litigation, except in relation to matters as to which he finally shall be adjudged in any such action, suit, or proceeding to have been derelict in the performance of his duty as such Officer or Director. Such right of indemnification shall not be exclusive of any other rights to which he may be entitled as a matter of law; and the foregoing right of indemnification shall inure to the benefit to the heirs, executors and administrators of any such Director or Officer.

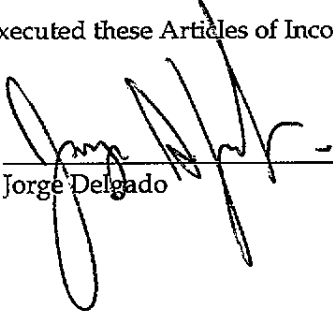
4. A Director or Officer of the Corporation shall not be disqualified by his office from dealing or contracting with the Corporation either as a vendor, purchaser, or otherwise, nor shall any transaction or contract of the Corporation be void or voidable by reason of the fact that any Director or Officer or any firm of which any Director or Officer is a member or any Corporation of which any Director or Officer is a shareholder, officer, or director, is in any way interested in such transaction or contract, provided that such transaction or contract is or shall be authorized, ratified, or approved by either: (a) a vote of a majority of the Board of Directors having no interest in such contract or transaction; or (b) the written consent or vote by the holders of a majority of the outstanding shares of the stock in the Corporation entitled to vote. A Director interested in the contract or transaction that is present may participate in the meeting and may be counted for quorum purposes. Additionally, no Director or Officer shall be liable to account to the Corporation for any profits realized by, from, or through any such transaction or contract authorized, ratified, or approved as herein provided by reason of the fact that he, or any firm of which he is a member or any corporation of which he is a shareholder, officer, or director, was interested in such transaction or contract. Nothing herein contained shall create liability in the events above described or prevent the authorized approval of such contracts in any other manner permitted by laws.

ARTICLE IX

AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Shareholders, and approved at a Shareholders' Meeting by a majority of the Shareholders entitled to vote thereon, unless all the Directors and all the Shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made. All rights of Shareholders are subject to this reservation.

THE UNDERSIGNED hereby declares and certifies that the facts herein stated are true and accordingly the undersigned has, this 30 day of January 1998 executed these Articles of Incorporation.



Jorge Delgado

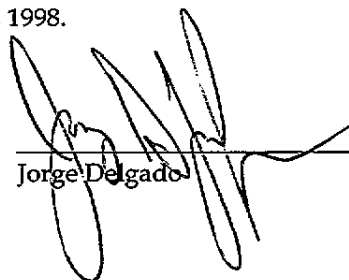
STATE OF FLORIDA }
 } SS
COUNTY OF MIAMI-DADE }

I HEREBY CERTIFY that the forgoing instrument was acknowledged before me this 30 day of January, 1998 by Jorge Delgado, ____ who is personally known to me or ✓ who has produced Drivers License as identification.

Notary Public, State of Florida

Print name: A. Santamaria

IN WITNESS WHEREOF, I, the undersigned, being the original registered agent for the Corporation hereinabove named, do hereby accept the appointment as registered agent for said Corporation and hereunto set my hand and/or seal this 30 day of January, 1998.



Jorge Delgado

STATE OF FLORIDA }
 } SS
COUNTY OF DADE }

I HEREBY CERTIFY that the forgoing instrument was acknowledged before me this ____ day of January, 1998 by Jorge Delgado, ____ who is personally known to me or ☒ who has produced Drivers License as identification.



A. SANTAMARIA
COMMISSION # CC602500
EXPIRES NOV. 19, 2000

Notary Public, State of Florida

Print name: A. Santamaria

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DIVISION OF CORPORATIONS
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