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NAME: CUSP PRODUCTIONS, INC.

AUDIT NUMBER.....H98000004270

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

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March 4, 1998

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ARTICLES OF INCORPORATION

of

CUSP PRODUCTIONS, INC.

The undersigned, in order to form a corporation for the purposes stated below, under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation.

ARTICLE I. NAME

The name of this corporation is:

CUSP Productions, Inc.

ARTICLE II. PURPOSE

The general nature of the business to be transacted by this corporation is as follows: To write, direct, and produce movies and screenplays.

To conduct its business and all its branches in the State of Florida, or in any other State or territories of the United States, District of Columbia, and the dependencies of the United States or in foreign countries as authorized by law, necessary to carry on the business of this corporation, or to promote any of the reasons for which the corporation is formed.

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 objective expressed above.

Prepared by: Vivian Beck
Intercontinental Business Management, Inc.
1390 N.E. 162 Street #B - (305) 948-8777
North Miami Beach, FL 33162

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ARTICLE III. SHARES

The maximum number of shares of stock that is authorized to be issued at any time is 5,000 shs of \$1 par value. At the present, 100 shares are to be issued to Helena Kriel.

The shares of stock may be paid for in money, property, labor or services actually performed for the corporation, at a value to be fixed by the Stockholder and/or Directors.

ARTICLE IV. DURATION

This corporation shall have perpetual existence.

ARTICLE V. REGISTERED AGENT

The name and street address of the initial registered agent of this corporation is Helena Kriel, 1001 S. Flagler Street, West Palm Beach, Florida 33480.

ARTICLE VI. OFFICERS

This corporation shall have a President, a Vice-President, a Secretary and a Treasurer and may also have one or more additional Vice-Presidents, Assistant Secretaries and Assistant Treasurers, and such other officers and/or agents as it may deem necessary. All officers and agents will have powers and duties as stated in the By-Laws. The same person may hold two or more offices. At this time Helena Kriel will be President, Secretary and Treasurer.

ARTICLE VII. INCORPORATOR

The name and address of the person signing these articles is Helena Kriel, 1001 F. Flagler Street, West Palm Beach, FL 33480.

Prepared by: Vivian Beck, Intercontinental Business Management,
Inc. - 1390 N.E. 162nd Street #B, North Miami Beach, FL 33162

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ARTICLE VIII. PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation, at the present time, shall be:

1800 South Dixie Highway, West Palm Beach, FL 33401.

The undersigned incorporator(s) has(have) executed these Article of Incorporation this 3rd day of March , 1998.

x Helena Kriel
Incorporator, Helena Kriel

This document was prepared by:

Vivian Beck
Intercontinental Business
Management, Inc.
1390 N.E. 162nd Street-Suite B
North Miami Beach, FL 33162
(305) 948-8777

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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.

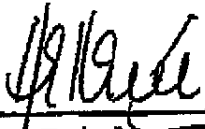
1. The name of the corporation is:

CUSP Productions, Inc.

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

Helen Kriel
1001 S. Flagler Street
West Palm Beach, Florida 33480.

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.

X  Date 3/3/98
Helena Kriel

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