

PA80000020871
Florida Incorporators, Inc.

Mark S. Hankins
President
1221 Brickell Avenue, Suite 900
Miami, Florida 33131

March 2, 1998

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

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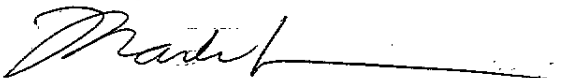
RE: Axiom Films International, Inc.

Dear Corporate Specialist:

Enclosed is an original and one (1) copy of the Articles of Incorporation for the above-referenced corporation, and funds of \$122.50 representing the filing fee for same.

Please do not hesitate to contact the undersigned if there are any questions or concerns.

Sincerely,



Mark Hankins
President

FILED
98 MAR -4 AM 8:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Articles Of Incorporation
Of
Axiom Films International, Inc.

98 MAR -4 AM 8:48
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, ACTING AS INCORPORATOR OF A CORPORATION UNDER THE FLORIDA BUSINESS CORPORATION ACT, ADOPTS THE FOLLOWING ARTICLES OF INCORPORATION:

FIRST: The name of the corporation Axiom Films International, Inc.

SECOND: The period of its duration is perpetual.

THIRD: The date and time of the commencement of the corporate existence shall be the date of the filing of these Articles by the Department of State.

FOURTH: The purpose or purposes for which the corporation is organized is to engage in the transaction of any or all lawful business for which the corporation may be incorporated under the provisions of the Florida Business Corporation Act.

FIFTH: The aggregate number of shares which the corporation shall have authority to issue is ONE THOUSAND (1,000) SHARES of capital stock, \$.001 par value each.

SIXTH: The number of directors constituting the initial Board of Directors of the corporation is three (3) and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and qualified are:

Gary Diamond
13848 Ventura Blvd. Ste. B
Sherman Oaks, CA 91423

Dan Neira
13848 Ventura Blvd. Ste. B
Sherman Oaks, CA 91423

Julie Kroll
13848 Ventura Blvd. Ste. B
Sherman Oaks, CA 91423

SEVENTH: The name and address of the incorporator is:

Mark Hankins
701 Brickell Key Blvd. #604
Miami, FL 33131

EIGHTH: The name and address of the initial registered agent and the initial registered office is:

Florida Incorporators, Inc.
1221 Brickell Avenue, Suite 900
Miami, FL 33131

NINTH: The mailing address and principal office of the corporation is:

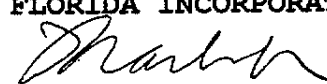
Axiom Films International, Inc.
13848 Ventura Blvd. Ste. B
Sherman Oaks, CA 91423

DATED: March 2, 1998


MARK HANKINS
Incorporator

ACCEPTANCE OF REGISTERED AGENT

I hereby am familiar with and accept the duties and responsibilities as registered agent of the corporation.

FLORIDA INCORPORATORS, INC.
By: 
MARK HANKINS, President

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA