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3/17/98

FLORIDA DIVISION OF CORPORATIONS PUBLIC ACCESS SYSTEM ELECTRONIC FILING COVER SHEET

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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: FAS-T CORP. AGENTS, INC.

ACCT#: 071001002335

CONTACT: LIDIA FERNANDEZ PHONE: (305)599-0839

FAX #: (305)716-0346

NAME: C PRODUCTIONS GROUP, INC.

AUDIT NUMBER..... H98000005174

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

CERT. OF STATUS..0

PAGES..... 3

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AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

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ARTICLES OF INCORPORATION

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SEGRETARY OF STATE TALLAHASSEE, FLORIDA

C PRODUCTIONS GROUP, INC.

THE UNDERSIGNED INCORPORATOR, FOR THE PURPOSE OF FORMING A CORPORATION UNDER THE FLORIDA GENERAL CORPORATE ACT, HEREBY ADOPTS THE FOLLOWING ARTICLES OF INCORPORATION.

ARTICLE I: NAME

THE NAME OF THE CORPORATION SHALL BE: C PRODUCTIONS GROUP, INC.

ARTICLE II: NATURE OF THE BUSINESS

THIS CORPORATION MAY ENGAGE IN OR TRANSACT ANY OR ALL LAWFUL ACTIVITIES OR BUSINESS PERMITTED UNDER THE LAWS OF THE UNITED STATES, THE STATE OF FLORIDA, AND ANY OTHER STATE, COUNTRY, TERRITORY OR NATION. THE PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS OF THIS CORPORATION SHALL BE:

2952 N.W. 72ND AVENUE MIAMI, FLORIDA 33122

ARTICLE III: CAPITAL STOCK

THE AGGREGATE NUMBER OF SHARES OF STOCK AND ITS PAR VALUE THAT THIS CORPORATION IS AUTHORIZED TO ISSUE AND HAVE OUTSTANDING AT ANY ONE TIME IS: 100,000 SHARES OF COMMON STOCK, PAR VALUE \$ 1.00 PER SHARE.

ARTICLE IV: TERM OF EXISTENCE

THIS CORPORATION SHALL EXIST PERPETUALLY.

Prepared by: Andrade, Hernandez & Pazos, 520 Biltmore Way, Coral Gables, Fl 33134 (305) 444-8800

ARTICLE V: OFFICERS AND DIRECTORS

THE NAMES AND STREET ADDRESSES OF THE INITIAL OFFICER AND DIRECTOR, WHO SHALL HOLD OFFICE THE FIRST DAY OF THE CORPORATION'S EXISTENCE UNTIL THEIR SUCCESSORS ARE ELECTED ARE:

PRESIDENT

JOSE J. CANCHICA S.S. 225-43-0137 2952 NW 72ND AVENUE MIAMI, FLORIDA 33122

ARTICLE VI: INCORPORATOR

THE NAME AND STREET ADDRESS OF THE INCORPORATOR TO THESE ARTICLES OF INCORPORATION

JOSE J. CANCHICA 2952 NW 72ND AVENUE MIAMI, FL.33122

IN WITNESS WHEREOF, THE UNDERSIGNED INCORPORATOR HAS EXECUTED THESE ARTICLES OF INCORPORATION THIS MARCH 17 OF 1998

SIGNATURÉ OF INCORPORATOR

CANCHICA

<u>CERTIFICATE OF DESIGNATION</u> REGISTERED AGENT/REGISTERED OFFICE

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

- 1. THE NAME OF THE CORPORATION IS: C. PRODUCTIONS GROUP, INC.
- 2. THE NAME AND ADDRESS OF THE REGISTERED AGENT AND OFFICE IS:

JOSE J. CANCHICA 2952 NW 72ND AVENUE

MIAMI, FLORIDA 3312

SIGNATURE:

DATE:MARCH 17, 1998

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THE 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.

JOSE LAMOCHICA, REGISTERED AGENT

DATE: MARCH 17, 1998

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SECRETARY OF STATE