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LETTER OF TRANSMITTAL

DATE MARCH 16, 1998

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

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-03/19/98--01090--007
****122.50 ****122.50

Re: BLACK GUARD PRODUCTIONS, INC.

Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation, together with my check in the amount of \$122.50.

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Very Truly Yours,

Alfredo Sanchez
Black Guard Productions, Inc.

MAILING ADDRESS FOR THE CORPORATION

9707 HAMMOCKS BOULEVARD, N-102
MIAMI, FLORIDA 33196
PHONE 305-380-0977

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 19 PM 12:50

3-23-98
WS

ARTICLES OF INCORPORATION
of
BLACK GUARD PRODUCTIONS, INC.

The undersigned acting as the incorporators of a corporation under the Florida Business Corporation Act, adopt(s) the following articles of incorporation for such corporation:

ARTICLE I – CORPORATE NAME

The name of the corporation is:

BLACK GUARD PRODUCTIONS, INC.

ARTICLE II – DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III – PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the state of Florida.

ARTICLE IV – CAPITAL STOCK

The corporation is authorized to issue 300 shares of common stock, par value \$1.00 per share.

ARTICLE V – PRINCIPAL OFFICE

The street address of the initial principal office and the mailing address is:

9707 HAMMOCKS BOULEVARD, N-102
MIAMI, FLORIDA 33196

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ARTICLE VI – INITIAL REGISTERED OFFICE AND AGENT

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

ALFREDO B. SANCHEZ
9707 HAMMOCKS BOULEVARD, N-102
MIAMI, FLORIDA 33196

ARTICLE VII – INITIAL BOARD OF DIRECTORS

The corporation shall have three (3) directors initially. The number of directors may either be increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the corporation are as follows:

TIMOTHY MILLER
15018 SW 104 STREET, APT. 2312
MIAMI, FLORIDA 33196

ALFREDO B. SANCHEZ
9707 HAMMOCKS BOULEVARD, N-102
MIAMI, FLORIDA 33196

S. ANDREW SOTERAKIS
9707 HAMMOCKS BOULEVARD, N-102
MIAMI, FLORIDA 33196

ARTICLE VIII – INCORPORATORS

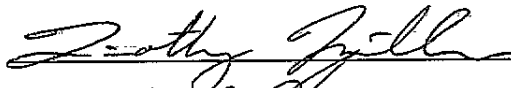
The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

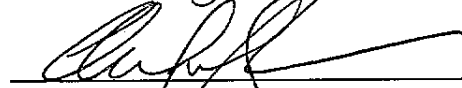
TIMOTHY MILLER
15018 SW 104 STREET, APT. 2312
MIAMI, FLORIDA 33196

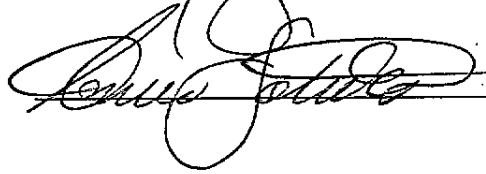
ALFREDO B. SANCHEZ
9707 HAMMOCKS BOULEVARD, N-102
MIAMI, FLORIDA 33196

S. ANDREW SOTERAKIS
9707 HAMMOCKS BOULEVARD, N-102
MIAMI, FLORIDA 33196

The undersigned incorporator(s) have executed these Articles of Incorporation
this 16 day of March, 1998.

 (Signature)

 (Signature)

 (Signature)

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

BLACK GUARD PRODUCTIONS, INC

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:


The above corporation, organized under the laws of the State of Florida with its
registered office as indicated in the Articles of Incorporation at

9707 HAMMOCKS BOULEVARD, N-102

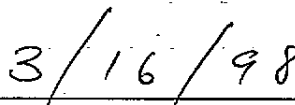
MIAMI, FLORIDA 33196

Has named Alfredo B. Sanchez located at the aforesaid, as its registered agent to accept
service of process within this state.

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 and accept the obligations of my position as
registered agent.



(Signature)



(Date)

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