

P98000028932

March 23, 1998

EFFECTIVE DATE
1-30-98

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

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Attn: Carolyn Batten
Document Specialist

Ref. Nbr: W98000006044
Letter Number 598A00014614

Dear Mrs. Batten,

Please find enclosed the Articles of Incorporation for our company Nice Movie Line, Inc. with corrections as per our telephone conversation last Friday.

We decided not to use the initials NML but the name of the corporation only.

If you wish to contact either me or my partner Lilian Carvalho, you could call us during regular business hours at (305) 567-2289.

I appreciated your cooperation to this matter.

Sincerely,


Nilce Maria Moraes

FILED
98 Jan. 20 AM 11:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2/8/98

ARTICLES OF INCORPORATION OF NICE MOVIE LINE, INC.

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby organize and incorporate a corporation under the laws of the State of Florida.

**ARTICLE I.
NAME**

The name of the corporation is: Nice Movie Line, Inc.

**ARTICLE II.
NATURE OF BUSINESS**

The corporation may engage in any activity or business permitted under the laws of the United States of America or of this State.

**ARTICLE III.
CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is Five Thousand (5,000) shares of common stock having a nominal or par value of One Dollar (\$1.00) per share.

**ARTICLE IV.
INITIAL CAPITAL**

The amount of capital with which this corporation will begin business is more than ONE HUNDRED DOLLARS (\$100.00).

**ARTICLE V.
BEGINNING OF CORPORATE EXISTENCE**

The date of corporate existence shall be the time of subscription and acknowledgment of these Articles of Incorporation.

**ARTICLE VI.
TERM OF EXISTENCE**

This corporation shall exist perpetually.

**ARTICLE VII.
ADDRESS**

The initial post office address of the principal office of this corporation in the State of Florida is: 9197 Ramblewood Drive #732, Coral Springs, FL 33071. The Board of Directors may from time to time move the principal office to any other address.

EFFECTIVE DATE
1-30-98

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98 JAN 20 AM 11:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VIII. DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time by bylaws adopted by the stockholders, but there shall always be at least one (1) director.

To the extent permitted by law, the corporation shall indemnify and hold harmless each person serving as a director or officer of the corporation, and each person who serves at the request of the corporation as a director or officer of any other corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of his being a director or officer. The corporation shall reimburse each such person for all costs, legal and other expenses reasonably incurred by him in connection with any claim or liability as to which it shall be adjudged that such officer or director is liable to the extent permitted by law.

No contract or other transaction between this corporation and any other firm or corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the directors of the corporation are pecuniary or otherwise interested in, or are directors or officers of such firm or corporation, provided that the fact that he is so interested shall be disclosed or shall have been known to the Board of Directors or such members thereof as shall be present at any meeting of the Board at which action upon such corporation, or is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract or transaction, with the like force and effect as if he were not a director or officer of such other corporation or not so interested.

ARTICLE IX. INITIAL DIRECTOR

The names and post office address of the initial director of the corporation are:
Nilce Maria Moraes, 9197 Ramblewood Drive #732, Coral Springs, FL 33071 and Lilian S. Carvalho, 17011 North Bay Rd # 419, North Miami Beach, FL 33160.

ARTICLE X. INITIAL SUBSCRIBER

The name and post office address of the subscriber to these Articles of Incorporation is: Nilce Maria Moraes, 9197 Ramblewood Drive #732, Coral Springs, FL 33071. Telephone number (954) 255-1073

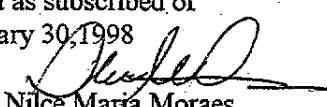
**ARTICLE XI.
REGISTERED OFFICE AND REGISTERED AGENT**

The Registered Office and Registered Agent of the corporation shall be:
Nilce Maria Moraes, 9197 Ramblewood Drive #732, Coral Springs, FL 33071.
Telephone number (954) 255-1073

**ARTICLE XII.
AMENDMENTS**

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 it to the stockholders, and approved at the stockholders meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal and has acknowledged and filed in the Office of the Secretary of State of Florida as subscribed of Nice Movie Line, Inc. the foregoing Articles of Incorporation, this January 30, 1998

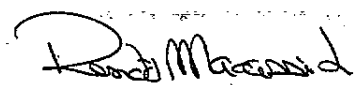

Nilce Maria Moraes


Lilian S. Carvalho

STATE OF FLORIDA }
 }
COUNTY OF DADE }

I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared Nilce Maria Moraes and Lilian S. Carvalho known to us to be the persons described as subscribers in, and who executed the Articles of Incorporation, and they acknowledged before me that they executed same for the purposes therein expressed.

WITNESS my hand and official seal at Miami, Dade County, Florida, this January 30 of 1998.


Notary Public, State of Florida at Large
My commission expires:

1/30/98.



RENATO MACASSI
My Commission CC393401
Expires 01/30/98
Bonded by HAI
800-422-1555



RENATO MACASSI
My Commission CC393401
Expires 01/30/98
Bonded by HAI
800-422-1555

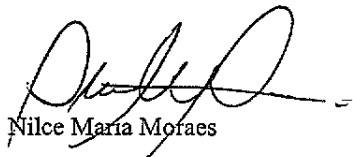
March 10, 1998

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

Re.: Nice Movie Line, Inc.
Ref. Nbr: W98000001457

I, Nilce Maria Moraes, declare that I am familiar with and accept the duties and responsibilities of Registered Agent for the above mentioned corporation to the best of my knowledge.

Sincerely,


Nilce Maria Moraes

FILED
98 JAN 20 AM 11:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA