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ACCOUNT NO. : 072100000032

REFERENCE : 778576 160905A

AUTHORIZATION :

Patricia Pizzuto

COST LIMIT : \$ 70.00

ORDER DATE : April 13, 1998

ORDER TIME : 9:49 AM

ORDER NO. : 778576-005

CUSTOMER NO: 160905A

700002486207--3

CUSTOMER: Alina Artamendi, Legal Asst
SHAPO FREEDMAN & BLOOM, P.A.

Suite 4750
200 South Biscayne Boulevard
Miami, FL 33131

DOMESTIC FILING

NAME: MATECUMBE FILM & VIDEO, INC.

EFFECTIVE DATE
4-10-98

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stacy L Earnest.

EXAMINER'S INITIALS:

Dmp
4/13/98

FILED
98 APR 13 AM 10:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
DIVISION OF CORPORATIONS
RECEIVED
99 APR 13 AM 10:35

ARTICLES OF INCORPORATION **FILED**
OF
MATECUMBE FILM & VIDEO, INC.

98 APR 13 AM 10:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, for the purpose of forming a corporation for profit pursuant to the laws of the State of Florida, do hereby make, subscribe, acknowledge and file the following Articles of Incorporation:

ARTICLE 1.
NAME

EFFECTIVE DATE
4-10-98

The name of this corporation shall be:

MATECUMBE FILM & VIDEO, INC.

ARTICLE 2.
COMMENCEMENT AND DURATION

The commencement of this corporation's existence shall be at the time of execution of these Articles of Incorporation by the incorporators. This corporation's duration shall be perpetual.

ARTICLE 3.
AUTHORITY

This corporation shall engage in all activities necessary, appropriate or related to creation of film and video productions; editing of film and video; graphic design of visual presentations and art; and this corporation shall have the authority to engage in any other

Prepared by:

Ronald A. Shapo, Esq.
Florida Bar No. 097929
Shapo, Freedman & Bloom, P.A.
200 South Biscayne Boulevard
4750 First Union Financial Center
Miami, Florida 33131
(305) 358-4440

activity or business permitted under the laws of the United States and of the State of Florida and any other jurisdiction wherein it may conduct business.

**ARTICLE 4.
CAPITAL STOCK**

This corporation shall have the authority to issue the following shares of par value common capital stock:

Number of Shares	1,000
Par Value Each	\$0.10

The authorized shares of par value common stock may be issued only for a consideration having a value, in the judgment of the Board of Directors, equivalent at least to the full par value of the stock so to be issued. Such consideration may be in the form of cash, real property, tangible personal property, intangible personal property, labor or services rendered, or any combination of the foregoing or such other consideration allowable by law.

Each share of common stock of this corporation shall entitle the holder thereof to one vote upon each proposal presented at lawful meetings of the stockholders. No holder of common stock of this corporation shall be entitled to any right of cumulative voting.

**ARTICLE 5.
INITIAL ADDRESS**

The initial street and mailing address of the principal office of this corporation in the State of Florida shall be:

200 South Biscayne Blvd., Suite 4750
Miami, FL. 33147

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200 South Biscayne Boulevard
4750 First Union Financial Center
Miami, Florida 33131
(305) 358-4440

The Board of Directors may, from time to time, move the principal office to any other address to which it seems pertinent in the interest of the corporation, either within or without the State of Florida.

**ARTICLE 6.
REGISTERED AGENT AND OFFICE**

This corporation's initial registered agent and the address of this corporation's initial registered office shall be:

SOUTH FLORIDA RESIDENT AGENTS, INC.
4750 First Union Financial Center
200 South Biscayne Boulevard
Miami, Florida 33131

The Board of Directors may, from time to time, move the registered office to any other address to which it seems pertinent in the interest of the corporation within the State of Florida.

**ARTICLE 7.
DIRECTORS**

This corporation shall have one (1) director initially. The stockholders may, from time to time and at any time, raise or lower the number of directors of this corporation by so providing in the Bylaws of the corporation or by amending the Bylaws of the corporation, provided that there shall always be at least one director, and said director need not be a citizen of the United States of America.

**ARTICLE 8.
INITIAL DIRECTORS**

The names and street addresses of the first directors shall be as follows:

MATTHEW I. SHAPO
3957 East Blvd.
Los Angeles, CA 90066

The initial directors shall hold office until the first annual meeting of the shareholders or until their successors shall be duly elected or appointed and qualified.

**ARTICLE 9.
SUBSCRIBER**

The name and street address of the subscriber to these Articles of Incorporation is:

RONALD A. SHAPO
Shapo, Freedman & Bloom, P.A.
200 South Biscayne Boulevard
Suite 4750
Miami, Florida 33131

**ARTICLE 10.
NO PREEMPTIVE RIGHTS**

No holder of stock of any class of this corporation (or any subscriber) shall be entitled as of right, merely because he is a shareholder, to purchase any part of the unissued stock of the corporation of any class, or of any additional stock of any class to be issued by reason of any increase in the authorized capital stock of the corporation, or of bonds, certificates of indebtedness, debentures or other securities convertible into or carrying the right to purchase stock of the corporation; but any such unissued stock of any class, or such additional authorized issue of new stock or of securities convertible into or carrying the right to purchase stock may be issued and disposed of by the Board of Directors to such person, firms, corporation or associations, and upon such terms as the Board of Directors may, in its absolute discretion, determine, without offering to the stockholders then of record, of any class, any thereof, on the same terms or on any terms, with all preemptive or preferential right of purchase of every kind, if any, being waived by each and every stockholder.

**ARTICLE 11.
MISCELLANEOUS**

a. The initial Bylaws of this corporation shall be adopted by the Board of Directors. The Bylaws may be amended from time to time by either the stockholders or

the directors. The stockholders may amend, alter or repeal by Bylaw adopted by the stockholders, and the directors may not adopt Bylaws that would be in conflict with the Bylaws adopted by the stockholders.

b. Any subscriber or stockholder present at any meeting, either in person or by proxy, and any director in person at any meeting of the Board of Directors, shall conclusively be deemed to have received proper notice of such meeting unless he shall make objections at such meeting to any defect or insufficiency of notice. Members of the Board of Directors shall be deemed present at a meeting of such Board of Directors if a conference telephone or similar communication equipment is used by means of which all persons participating in the meeting can hear each other.

c. Each director and officer of the corporation, whether or not then in office, shall be indemnified by the corporation against all costs and expenses reasonably incurred or imposed upon him in connection with or arising out of any claim, demand, action, suit or proceeding in which he may be involved or to which he may be made a party by reason of his being or having been a director or officer of the corporation, said expense to include attorneys' fees and the cost of reasonable settlement made with a view to curtailment of cost of litigation, except in relation to matters as to which he finally shall be adjudged in any such action, suit or proceeding to have been derelict in the performance of this duty as such officer or director.

I, THE UNDERSIGNED, being the Subscriber to these Articles of Incorporation, for the purpose of forming a corporation to do business both within and without the State of Florida, do make, subscribe, acknowledge and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and accordingly, hereunto set my hand and seal this 10 day of April, 1998.


RONALD A. SHAPIRO

FILED

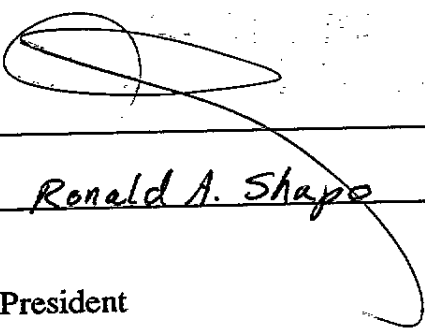
98 APR 13 AM 10:58

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE BY REGISTERED AGENT

I, having been named to accept service of process for the above-stated corporation at the place designated in this certificate, hereby agree to act in this capacity, and I am familiar with, and accept, the obligations of this position and further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

SOUTH FLORIDA RESIDENT AGENTS, INC.,
a Florida corporation

By:  _____

Name: Ronald A. Shapiro

Title: President

Date: April 10, 1998