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 -04/24/98-01059-003
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OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. LG ENTERTAINMENT DISTRIBUTORS, INC.
 (Corporation Name) (Document #)
2. _____ (Corporation Name) (Document #)
3. _____ (Corporation Name) (Document #)
4. _____ (Corporation Name) (Document #)

Walk in
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 Certificate of Status

98 APR 24 PM 12:54
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

FILED

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

4/24

Examiner's Initials

98 APR 24 AM 11:15
RECEIVED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF INCORPORATION

OF

LG ENTERTAINMENT DISTRIBUTORS, INC.

The undersigned subscribers to these articles of incorporation hereby associate themselves together to form a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of this corporation is LG ENTERTAINMENT DISTRIBUTORS, INC.

ARTICLE II

GENERAL NATURE OF BUSINESS

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

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having a nominal or par value of One (\$1.00) Dollar per share. All said shares shall be payable in cash, property, labor or services at a valuation to be fixed by the Board of Directors at a meeting called for that purpose. Property, labor or services may be purchased or paid for with capital stock at a just valuation to be fixed by the Board of Directors.

ARTICLE IV

INITIAL CAPITAL

The amount of capital with which this corporation will begin business is not less than \$100.

ARTICLE V

TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI

ADDRESS

The initial post office address of the principal office of this corporation in the State of Florida is c/o 101 Madeira Ave Coral Gables, Fl 33134. The Board of Directors may from time to time move the principal office to another address in Florida.

ARTICLE VII

DIRECTORS

This corporation shall have not less than one director, however, the number of directors may be increased or diminished from time to time by By-laws adopted by the stockholders, but shall never be less than one.

ARTICLE VIII

INCORPORATOR

The name and mailing address of the incorporator of these articles of incorporation is Arazoza, Comas, de Torres & Fernandez-Fraga, P.A., 101 Madeira Ave., Coral Gables, FL 33134

ARTICLE IX

AMENDMENT

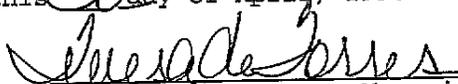
These articles of incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders, and approved at a stockholders' meeting by two thirds of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these articles of incorporation be made.

ARTICLE X

REGISTERED OFFICE AND REGISTERED AGENT

LG Entertainment Distributors, Inc. desiring to organized under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at the County of Dade, State of Florida, hereby designates Arazoza, Comas, de Torres & Fernandez-Fraga, P.A., as its Registered Agent, to accept services within the State. The registered office of the corporation shall be 101 Madeira Ave., Coral Gables, FL 33134.

WITNESS the hand and seal of the incorporator in Dade County, State of Florida, this 20th day of April, 1998.

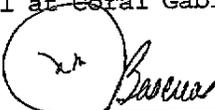


Teresa de Torres as Managing Director of
Arazoza, Comas, de Torres, &
Fernandez-Fraga, P.A.

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

PERSONALLY appeared before me, Teresa de Torres, as Managing Director of Arazoza, Comas, de Torres & Fernandez-Fraga, P.A., to me well known to be the incorporator to the foregoing Articles of LG Entertainment Distributors, Inc., who being by me first duly sworn, acknowledges that she signed the same for the purposes therein expressed.

WITNESS my hand and seal at Coral Gables, Dade County, Florida this __ day of April, 1998.



NOTARY PUBLIC, STATE OF FLORIDA
AT LARGE

My commission expires:


ANA M. BASCUAS
COMMISSION # CC 535471
EXPIRES FEB 28, 2000
BONDED THRU
ATLANTIC BONDING CO., INC.

CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607-0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

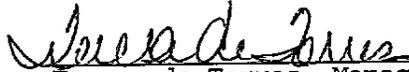
1. The name of the corporation is LG Entertainment Distributors, Inc.
2. The name and address of the registered agent and office is:

Arazoza, Comas, de Torres & Fernandez-Fraga, P.A.
101 Madeira Ave., Coral Gables, FL 33134.


Teresa de Torres, Managing Director

Date: 4/20/98

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 with and accept the obligations of my position as Registered Agent.


Teresa de Torres, Managing Director

Date: 4/20/98

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