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May 29, 1998

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

600002542416--3
-06/01/98--01077--015
****122.50 ****122.50

Re: RED PRODUCTIONS, INC.

Gentlemen:

Please find enclosed two (2) copies of the Articles of Incorporation for the above-referenced corporation. Also enclosed is my check in the amount of \$122.50 to cover the cost of filing the Articles (\$35.00), Registered Agent Designation (\$35.00), and Certified copy (\$52.50). Please return the copy to the above address.

Thank you for your prompt attention to this matter.

Sincerely,

Bibi Robinson

Bibi Robinson
Legal Secretary

Enclosures

DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

98 JUN - 1 PM 3:55

FILED

6-3-98
[Signature]

ARTICLES OF INCORPORATION
FOR
RED PRODUCTIONS, INC.

FILED
98 JUN - 1 PM 3:55
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLE I -- NAME

The name of this corporation is RED PRODUCTIONS, INC.

ARTICLE II -- DURATION

This corporation shall have perpetual existence commencing on the date of this filing of these Articles with the Department of State.

ARTICLE III -- PURPOSE

This corporation is organized for the purpose of:

1. Owning and operating a business enterprise engaged in the production and marketing of various audio-visual products, including but not limited to, commercials, short-form films, and feature films; and
2. Producing, and/or arranging for the production of, audio-visual, multi-media, or "live" presentations; and
3. Developing, producing, and marketing ancillary products and/or services related to the audio-visual/motion picture/film industry; and
4. Transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes, as now exists or may after be amended.

ARTICLE IV -- CAPITAL STOCK

This corporation is authorized to issue 1000 shares of no par value common stock which shall be designated as "Common Stock".

ARTICLE V -- PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI -- INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is: 764 N.E. 111th Street, Biscayne Park, Florida, 33161, and the name of the initial registered agent of this corporation at that address is Geoffrey K. Robinson, Esq.

ARTICLE VII -- INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) Director constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by the bylaws; however, there shall never be less than one Director nor more than three. The name and address of the initial Board of Directors of the corporation is:

Jacklyn A. Nealon
19877 E. Country Club Drive, #502
Aventura, Florida 33180

ARTICLE VIII -- INCORPORATORS

The name and address of the Incorporator signing these Articles is: Geoffrey K. Robinson, Esq., 764 N.E. 111th Street, Biscayne Park, Florida, 33161.


ARTICLE IX -- INDEMNIFICATION

The corporation shall indemnify any Officer or Director or any former officer or director, to the full extent permitted by law.

ARTICLE X -- AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the 29th day of May, 1998.


GEOFFREY K. ROBINSON
Incorporator

CERTIFICATE DESIGNATING REGISTERED AGENT AND
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF
AGENT UPON WHOM PROCESS MAY BE SERVED

DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

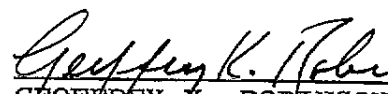
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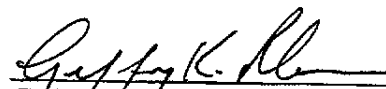
In compliance with Sections 48.091 and 607.034, Florida Statutes, the following is submitted:

FIRST that RED PRODUCTIONS, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 19877 E. Country Club Drive, #502, Aventura, Florida, 33180, has named GEOFFREY K. ROBINSON, located at 764 N.E. 111th Street, Biscayne Park, Florida, 33161, as its agent to accept service of process within Florida.

Dated: MAY 29th 1998


GEOFFREY K. ROBINSON
Incorporator

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


GEOFFREY K. ROBINSON
Registered Agent