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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

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FROM: FAS-T CORP. AGENTS, INC.
CONTACT: LIDIA FERNANDEZ
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NAME: EDGEWATER STUDIO, INC.

AUDIT NUMBER.....H98000012241

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..1

PAGES..... 3

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 2, 1998

FAS-T CORP. AGENTS, INC.

SUBJECT: EDGEWATER STUDIO, INC.
REF: W98000015151

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

You must list the corporation's principal office and/or a mailing address in the document.

If you have any further questions concerning your document, please call (850) 487-6926.

Tracy Augsburger
Document Specialist

FAX Aud. #: E98000012241
Letter Number: 998A00035838

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION OF

EDGEWATER STUDIO, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt the following Articles of Incorporation:

Article I. Name

The name of the corporation shall be: EDGEWATER STUDIO, INC.
Principal place of business: 331 West 28 Street, Miami Beach, Fl. 33140

Article II. Nature of Business

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

Article III. Capital Stock

The aggregate number of shares of stock and its value that this corporation is authorized to have outstanding at any one time is: 1000.00

Article IV. Term of Existence

This corporation is to exist perpetually.

Prepared by: Cosme E. Perez
Wynns Travel Agency
8074 NW 103 St., Ste 12
Hialeah Gardens, FL 33016
(305) 821-3077

Article V. Initial Directors

The name and street address of the initial officer and director, if any, who shall hold office the first year of the corporation's existence or until his successor or successors are elected, is:


President/Treas. ALVARO J. SIMONIAN SS# 590-24-4199
331 WEST 28TH STREET
Miami Beach, FL 33140
TEL. (305) 632-1581

ARTICLE VI. INCORPORATORS

The name and street address of the Incorporator for these articles of incorporation is:

President/Treas. ALVARO J. SIMONIAN SS# 590-24-4199
331 WEST 28TH STREET
Miami Beach, FL 33140
TEL. (305) 632-1581

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 12TH day of June, 1998.

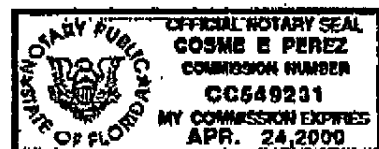

ALVARO J. SIMONIAN

State of Florida)
County of Dade) ss

On this 24th day of June, 1998, came ALVARO J. SIMONIAN, to me known to be the individual described in, and who executed the Articles of Incorporation for Edgewater Studio, inc. and who acknowledged that he executed the same of his own free will and deed.


Notary Public

Prepared by: Cosme E. Perez
Wynns Travel Agency
8074 NW 103 St, Ste 12
Hialeah Gardens, FL 33016




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TALLAHASSEE, FLORIDA

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, 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: **EDGEWATER STUDIO, INC.**
2. The name and address of the registered agent and office is:


ALVARO J. SIMONIAN
331 W 28TH STREET
MIAMI BEACH, FL 33140



Signature

Title: President/Treas. Date: JUNE 24, 1998

Having been named to accept service of process for the above stated 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 and complete performance of my duties, and I accept the duties and obligations of Section 607.325, Florida Statutes.

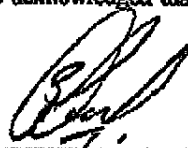


Signature

State of Florida)

County of Dade) ss

On this 24th day of June of 1998, came **ALVARO J. SIMONIAN**, to me known to be the individual described in, who executed the foregoing Acceptance, and who acknowledged that she has executed the same of her own free will and deed.



Notary Public

(SEAL)

Prepared by: **Cosme E. Perez**
Wynns Travel Agency
8074 NW 103 St., Ste 12
Hialeah Gardens, FL 33016

