

P9800074510

OFFICE USE ONLY (Document #)

LIZARUS CORPORATE FILING SERVICE, INC.
 (Requestor's Name)
 3320 S.W. 87th AVENUE
 (Address)
 MIAMI, FLORIDA (305)552-5973
 (City, State, Zip) (Phone #)
 LOCAL REPRESENTATIVE TALLAHASSEE

OFFICE USE ONLY

98 AUG 26 PM 12: 58
 SECRETARY OF STATE
 TALLAHASSEE FLORIDA

FILED

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

- PINAGLE FILMS INC.
 (Corporation Name) (Document #)
- _____
 (Corporation Name) (Document #)
- _____
 (Corporation Name) (Document #)
- _____
 (Corporation Name) (Document #)

- Walk in Pick up time 2:00 Certified Copy
 Mail out Will wait Photocopy Certificate of Status

700002625587--0
 -08/26/98--01062--022
 ****122.50 ****122.50

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

98 AUG 26 AM 11: 10
 DIVISION OF CORPORATIONS

[Handwritten Signature]
 8/26

Examiner's Initials

FILED
98 AUG 26 PM 12:58
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION
OF
PINNACLE FILMS INC.

the undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation is:

PINNACLE FILMS INC.

ARTICLE II - NATURE OF BUSINESS

This corporation may engage in any activity or business permitted under laws of the United States and 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: 100 shares of Common Stock with par value of \$1.00 per share.

All the aforementioned stock is to be issued as fully paid for and exempt from assessment.

The capital stock may be paid for in money, property, labor or services, at a just valuation to be fixed by the incorporators or by the Directors at a meeting called for such purpose.

ARTICLE IV - INITIAL CAPITAL

The amount of capital with which this corporation shall begin business is not less than Five Hundred Dollars.

ARTICLE V - TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI - INITIAL STREET ADDRESS

The initial street address of the principle office of this corporation in the State of Florida is:

10601 SW 128 AVE MIAMI, FLORIDA 33186

The Board of Directors may, from time to time, move the principle office to any other address in Florida.

ARTICLE VII - DIRECTORS

This corporation shall have ____ Director/s. The number of directors may be increased or decreased from time to time in such manner as may be prescribed by the By-Laws. Directors need not be stockholders.

In order to induce officers or directors of the corporation to serve or continue to serve as such, the corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a director or officer of the corporation, and any person who serves at the request of this 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 having heretofore or hereafter been a director or officer of the corporation, or by reason of any action alleged to have been heretofore or hereafter taken or omitted by him as such director or officer, and shall reimburse each such person for all legal and other expenses reasonably incurred by him in connection with any such claim or liability; provided that no person shall be indemnified against, or be reimbursed for, any expenses incurred in connection with any claim or liability as to which it shall be adjudged that such officer or director is liable for negligence or wilful misconduct in the performance of his duties.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he may be lawfully entitled, nor shall anything herein contained restrict the right of the corporation to indemnify or reimburse such person in any proper case even though not specifically herein provided for.

No contract or other transaction between this corporation and any other 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 pecuniarily or otherwise interested in or are directors or officers of such other corporation; any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise

interested in, any contract or transaction of the corporation, provided that the fact that he or such firm 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 any such contract or transaction shall be taken; and any director of the corporation who is also a director or officer of such other 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 authorized any such contract or transaction, and may vote there at to authorized any such contract or transaction with like force and effect as if he were not such director or officer of such other corporation or not so interested.

ARTICLE VIII - INITIAL DIRECTORS

The names and addresses of the members of the first Board of Directors:

<u>NAME</u>	<u>ADDRESS</u>
GERMAN SARACCO	10601 SW 128 AVENUE MIAMI, FLORIDA 33186

ARTICLE IX - SUBSCRIBERS

The name and post office address of each subscriber of these Articles of Incorporation is:

<u>NAME</u>	<u>ADDRESS</u>
GERMAN SARACCO	10601 SW 128 AVENUE MIAMI, FLORIDA 33186

ARTICLE X - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the stockholders.

acknowledgments, personally _____,
to me know to be the person(s) described as Subscriber(s) in and
who executed the foregoing Article of Incorporation, and he
acknowledged before me that he subscribed to these Articles of
Incorporation.

WITNESS my hand and official seal in the County and State
named above this _____ day of _____, 19____.

NOTARY PUBLIC, STATE OF FLORIDA

Name: _____

Commission #: _____

My Commission Expires: _____

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First--that PINNACLE FILMS INC. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the articles of incorporation at City of Miami, County of Dade, State of Florida has named GERMAN SARACCO located at 10601 SW 128 AVE City of MIAMI, County of DADE State of Florida 33186, as its agent to accept service of process within this state.

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By: _____

Resident Agent.

FILED
98 AUG 26 PM 12:59
SECRETARY OF STATE
TALLAHASSEE FLORIDA