

TRANSMITTAL LETTER

P9800009/934

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

200002674252--6  
-10/28/98--01043--012  
\*\*\*\*122.50 \*\*\*\*78.75

SUBJECT: \_\_\_\_\_  
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00 Filing Fee  
 \$78.75 Filing Fee & Certificate of Status

\$78.75 Filing Fee & Certified Copy  
 \$87.50 Filing Fee, Certified Copy & Certificate of Status  
**ADDITIONAL COPY REQUIRED**

FROM: \_\_\_\_\_ DAN MENDIBLE  
\_\_\_\_\_ P.O. BOX 22152A  
\_\_\_\_\_ HOLLYWOOD FL  
\_\_\_\_\_ 33022

City, State & Zip

Daytime Telephone number

98 OCT 28 AM 9:07  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

NOTE: Please provide the original and one copy of the articles.

10-29-98  
4

**ARTICLES OF INCORPORATION  
OF  
MENDIBLE DESIGNS, INC.**

**FILED**  
98 OCT 28 AM 9:07  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I: NAME**

The name of the corporation is: Mendible Designs, Inc.

**ARTICLE II: NATURE OF BUSINESS**

The general nature of the business to be transacted by this corporation is to do all things which natural persons might lawfully do in the premises as follows: film and video production specialties including sets, props, displays and related products and services, and investments of every kind, nature, and description.

**ARTICLE III: CAPITAL STOCK**

The maximum number of shares that this corporation is authorized to have outstanding at any one time is FIVE HUNDRED (500) shares of common stock with a par value of ONE DOLLAR (\$ 1.00) for each share.

**ARTICLE IV: INITIAL CAPITAL**

The amount of capital with which this corporation will begin doing business is FIVE HUNDRED (\$500.00) DOLLARS.

**ARTICLE V: TERM OF EXISTENCE**

This corporation shall have perpetual existence unless dissolved by action of law.

**ARTICLE VI: ADDRESS**

The initial post office address of this corporation in the State of Florida is: P.O. Box 221524 Hollywood, Florida 33022.

**ARTICLE VII: DIRECTORS**

This corporation shall not have less than one (1) Director initially. The number of Directors may be increased from time to time as the Stockholder(s) desire, in accordance with the by-laws hereof, but at no time shall there be a number less than one.

**ARTICLE VIII: INITIAL DIRECTORS AND OFFICERS**

The names and post office addresses of the first Board of Directors and Officers of this Corporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>TITLE</u>	<u>OFFICE</u>
Daniel Mendible	P.O. Box 221524 Hollywood, FL 33022	Director	President

**ARTICLE IX: SUBSCRIBERS**

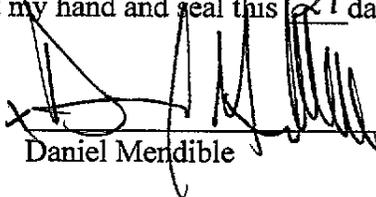
The names and post office addresses of each subscriber to these Articles of Incorporation, the number of shares of stock each agrees to take, and the value of the consideration paid therefor are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u># OF SHARES</u>	<u>AMOUNT PAID</u>
Daniel Mendible	P.O. Box 221524 Hollywood, FL 33022	500	\$ 500.00

**ARTICLE X: 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 a majority of the Stockholders.

IN WITNESS WHEREOF I have hereunto set my hand and seal this 21 day of October, 1998.

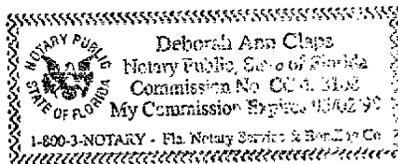
  
\_\_\_\_\_  
Daniel Mendible

**STATE OF FLORIDA;  
COUNTY OF BROWARD:**

I hereby certify that on this day, before me, Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared **Daniel Mendible** to me known to be the person described as Subscriber in and who executed the forgoing Articles of Incorporation, and he acknowledged before me that he subscribed to those Articles of Incorporation. Witness my hand and official seal this 21 day of October, 1998.

Deborah Ann Claps Notary Public

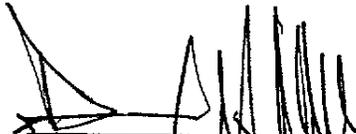
My Commission expires: 5/02/99



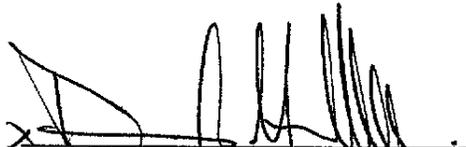
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED:**

In compliance with Section 48.091, Florida statutes, the following is submitted:

**FIRST** - that Mendible Designs, Inc., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the city of Hollywood, State Florida has named Daniel Mendible, located at 2037 Hollywood Blvd., Suite 1, Hollywood, Florida 33021, as its agent to accept service of process within Florida.

  
Daniel Mendible, President  
October 21, 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 comply with the provisions of all Statutes relative to the proper and complete performance of my duties.

  
Daniel Mendible, Registered Agent  
October 21, 1998

**FILED**  
98 OCT 28 AM 9:07  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA