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LAZARUS CORPORATE FILING SERVICE, INC.

(Requestor's Name)

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MIAMI, FLORIDA (305) 552-5973

(City, State, Zip)

(Phone #)

LOCAL REPRESENTATIVE TALLAHASSEE

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-11/23/98--01015--024

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OFFICE USE ONLY

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

1. Quon Productions, Inc.
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)



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Photocopy



Certificate of Status

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

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Examiner's Initials

ARTICLES OF CORPORATION
OF

GUON PRODUCTIONS, INC.

FILED
98 NOV 20 AM 11:53
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned subscribers to these articles of incorporation, a natural persons competent to contract; hereby form a corporation under the laws of The State of Florida.

ARTICLE 1.- CORPORATION NAME

The name of the corporation is GUON PRODUCTIONS, INC...

ARTICLE II.- DURATION

The corporation shall exist perpetually, unless dissolved according with the law of The State of Florida.

ARTICLE III.- PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of The United States and The State of Florida.

ARTICLE IV.- CAPITAL STOCK

The corporation is authorized to issue five thousand (\$5,000.00) shares of ten dollars (\$10.00) par value common stock, which shall be designated "Common Shares".

ARTICLE V.- INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the Initial Registered Agent of this corporation is as follow:

Carlos A. Serra
20100 West Country Club Dr. PH-5
Aventura Florida 33180

The principal address and the registered office of the corporation is 20100 W. Country Club Dr. PH-5, Aventura Fl. 33180

ARTICLE VI.- INITIAL BOARD OF DIRECTORS

The corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the Law, but shall never be less than one (1). The names and addresses of the Initial Directors of the corporation will be the following:

<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICER</u>
Carlos A. Serra	20100 W. Country Club Dr. PH-5 Aventura Fla. 33180	President

The method of electing directors shall be state in the corporation By Law.

ARTICLE VII.- INCORPORATORS

The name and address of the person signing these articles of incorporation is as follow:

Carlos A. Serra
20100 W. Country Club Dr.
PH-5 Aventura Fla. 33180

ARTICLE VIII.- CORPORATION OFFICE

The corporation's principal office and mailing address shall be as follows:

20100 W. Country Club Dr.
PH-5 Aventura Fla. 33180

IN WITNESS WHEREOF, the undersigned subscribers, have executed these articles of incorporation this 18th day of Nov. 1998 at Miami Florida.

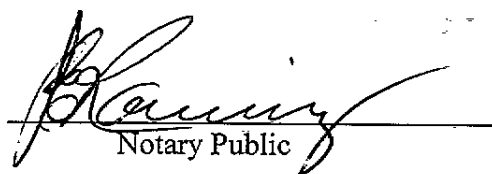


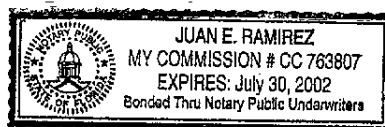
Carlos A. Serra

STATE OF FLORIDA
COUNTY OF DADE

Before me, a notary public authorized to take acknowledgement in The State and County set for above, personally appeared , Carlos A. Serra, known to me to be the person whom executed the foregoing articles of incorporation, and whom acknowledge before me that he executed these articles of incorporation.

IN WITNESS WHEREOF, I have hereunto affixed my hand and seal, in The State and County aforesaid, this 18th day of Nov. of 1998.


Notary Public



My commission expires on

CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT OF
GUON PRODUCTIONS, INC.

Pursuant to Florida status Sections 48.091 and 607.034, the following is submitted.

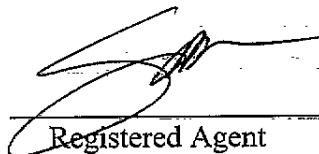
The above corporation desiring to organize under the laws of The State of Florida, with first registered office as indicated in the Articles of Corporation at:

20100 W. Country Club Dr.
PH-5 Aventura Fla. 33180

has named Carlos A. Serra, as his first Registered Agent to accept service of process within this State.

ACKNOWLEDGEMENT

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



Registered Agent

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SECRETARY OF STATE
TALLAHASSEE FLORIDA