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Florida Department of State

Division of Corporations

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To:

Division of Corporations
Fax Number : (850)922-4001

From:

Account Name : ACE INDUSTRIES, INC.
Account Number : 070744001530
Phone : (305)358-2571
Fax Number : (305)358-7832

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

ACAPPELLA FILMS, INC.

Certificate of Status	0
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ARTICLES OF INCORPORATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article 1: Name of Corporation: ACAPPELLA FILMS, INC.

Address of Corporation: 3549 LOQUAT AVENUE
MIAMI, FL 33133

Article 2: CAPITAL STOCK: The number of shares which the corporation has authorized to be outstanding at any one time is 100, with a par value of _____.
(PAR VALUE IS NOT REQUIRED).

Article 3: REGISTERED AGENT: PATRICIA GETKER
REGISTERED OFFICE: 3549 LOQUAT AVENUE
MIAMI, FL 33133

* I am familiar with and hereby accept the duties and responsibilities as Registered Agent for said corporation.

01 / 11 / 99
Date


Signature of Registered Agent

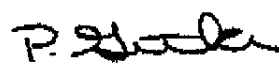
Article 4: The Board of Directors are: (Board of Directors is NOT REQUIRED).
First listed is President, second is Vice President, then Secretary/Treasurer.

1. MARI AIXALA, 420 JEFFERSON AVENUE, MIAMI BEACH, FL 33139
2. PATRICIA GETKER, 3549 LOQUAT AVENUE, MIAMI, FL 33133
- 3.

Article 5: The NAME and ADDRESS of the INCORPORATOR is:

PATRICIA GETKER
3549 LOQUAT AVENUE
MIAMI, FL 33133

In witness whereof, I have subscribed my name:


Signature of Incorporator

H99-762

Prepared by: Ace Industries, Inc., 54 NW 11th Street, Miami, FL 33136, (305) 358-2571