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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 : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305) 599-0839
Fax Number : (305) 716-0346

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99 JAN 12 AM 8:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

FIFTY FIFTY PRODUCTION, INC.

Certificate of Status	0
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F. CHESSEN

JAN 13 1999

**ARTICLE OF INCORPORATION
OF
Fifty-Fifty Production, Inc.**

**THE UNDERSIGNED, FOR THE PURPOSE OF FORMING A CORPORATION
UNDER THE FLORIDA GENERAL CORPORATION ACT, DO HEREBY
ADOPT THE FOLLOWING ARTICLES OF INCORPORATION:**

ARTICLE ONE

THE NAME OF THE CORPORATION. Fifty-Fifty Production Inc...

ARTICLE TWO

THE DURATION OF THE CORPORATION IS PERPETUAL

ARTICLE THREE

**THE GENERAL PURPOSE FOR WHICH THE CORPORATION IS ORGANISED
ARE: Film Production**

- 1. TO ENGAGE IN THE BUSINESS OF ANY AND ALL LAWFUL BUSINESS
CONNECTED WITH**
- 2. TO TRANSACT ANY OTHER LAWFUL BUSINESS FOR WHICH
CORPORATIONS MAY BE INCORPORATED UNDER THE FLORIDA GENERAL
CORPORATION ACT, AND ENGAGE IN ANY OTHER TRADE OR BUSINESS
WHICH CAN, BE ADVANTAGEOUSLY CARRIED ON IN CONNECTION WITH
OR AUXILIARY TO THE FOREGOING BUSINESS.**
- 3. TO DO SUCH THINGS AS ARE INCIDENTAL TO THE FOREGOING OR
NECESSARY OR DESIRABLE IN ORDER TO ACCOMPLISH THE FOREGOING.**

ARTICLE FOUR

**THE AGGREGATE NUMBER OF SHARES WHICH THE CORPORATION IS
AUTHORISED TO ISSUE IS 1000 SHARES. SUCH SHARES SHALL BE OF A
SINGLE CLASS, AND SHALL HAVE A PAR VALUE OF \$1.00**

**Prepared by Brito & Brito Accounting, Inc.,
467 Lincoln Road, Suite 5B
Miami Beach, Florida 33139**

(305) 534-9292

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ARTICLE FIVE

THE STREET ADDRESS OF THE INITIAL REGISTERED AND PRINCIPAL OFFICE OF THE CORPORATION IS: Luis G. Brito, 407 Lincoln Road, Suite 5-B, Miami Beach, Fl 33139 AND THE NAME OF ITS INITIAL REGISTERED AGENT AT SUCH ADDRESS IS: Luis G. Brito

ARTICLE SIX

THE NUMBER OF DIRECTORS CONSTITUTING THE INITIAL BOARD OF DIRECTORS OF THE CORPORATION IS Three (3). THE NAME AND ADDRESS OF EACH PERSON WHO IS TO SERVE AS A MEMBER OF THE INITIAL BOARD OF DIRECTOR IS:

PRESIDENT: Michael Schmid 1056 Euclid Ave #2 Miami Beach Fl 33139
SECRETARY: Diego Ascacibar
TREASURER:
VICE-PRESIDENT: Martin Schmid

ARTICLE SEVEN

THE NAME AND ADDRESS OF THE INCORPORATOR IS AS FOLLOWS: Michael Schmid ARE OF, THE UNDERSIGNED HAS MADE AND SUBSCRIBED THESE ARTICLES OF INCORPORATION AT MIAMI, FLORIDA THIS 10 DAY OF Jan, 1999..


INCORPORATOR
Michael Schmid

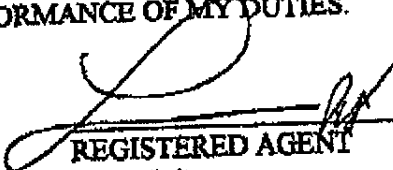
STATE OF FLORIDA
COUNTY OF DADE

BEFORE ME, A NOTARY PUBLIC AUTHORISED TO TAKE ACKNOWLEDGEMENTS IN THE STATE AND COUNTY SET FORTH ABOVE, PERSONALLY APPEARED Micheal Schmid KNOWN TO BE AND KNOWN BY ME TO BE THE PERSON WHO EXECUTED THE FOREGOING ARTICLES OF INCORPORATION, AND HE/SHE ACKNOWLEDGED BEFORE ME THAT HE/SHE EXECUTED THOSE ARTICLES OF INCORPORATION. IN EYEWITNESS WHEREOF, I HAVE SET HAND SEAL IN THE STATE AND COUNTY ABOVE, ON 10 DAY OF Jan 1999.

**NOTARY PUBLIC
STATE OF FLORIDA
COMMISSION EXPIRES**

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE NAMED CORPORATION, AT THE PLACE DESIGNATED IN THESE ARTICLES, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER PERFORMANCE OF MY DUTIES.


REGISTERED AGENT
Luis G. Brito

**STATE OF FLORIDA
COUNTY OF DADE**

BEFORE ME, A NOTARY PUBLIC AUTHORISED TO TAKE
ACKNOWLEDGEMENT IN THE STATE AND COUNTY SET FORTH ABOVE,
PERSONALLY APPEARED Luis G. Brito, KNOWN TO BE AND
KNOWN BY ME TO EXECUTE THE FOREGOING ACCEPTANCE BY
REGISTERED AGENT, AND HE ACKNOWLEDGED BEFORE ME THAT HE
EXECUTED THAT ACCEPTANCE ON 10 DAY OF Jan. 1999.

**NOTARY PUBLIC
STATE OF FLORIDA
COMMISSION EXPIRES**

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