

P99000005370

RAUL A. PUIG, P.A.
9200 South Dadeland Boulevard
Suite 710
Miami, Florida 33156

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JAN 19 PM 4:22

Telephone: (305) 670-9859
Telefax: (305) 670-9862

January 18, 1999

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee Florida
32399

VIA OVERNIGHT COURIER

600002707266--3
-12/09/98--01064--002
*****70.00 *****70.00

SUBJECT: DT PRODUCTIONS, INC.

Enclosed please find a revised version of the Articles of Incorporation for DT Productions, Inc. along with a copy of your letter stating that the name was already taken. As you can see, we are now using the name DT Films, Inc. Please file the revised articles and send me the stamped enclosed copy.

Please expedite the filing and return the stamped copies in the enclosed self addressed envelope to:

RAUL A PUIG, ESQ.
9200 SOUTH DADELAND BOULEVARD
SUITE 710
MIAMI, FLORIDA 33156
TEL. (305) 670-9859

Sincerely,

[Signature]
Raul A. Puig, Esq.

789, 2544, 25512550
W98-27863

D. BROWN JAN 19 1999



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 11, 1998

RAUL A. PUIG, ESQ.
9200 SOUTH DADELAND BOULEVARD
SUITE 710
MIAMI, FL 33156

SUBJECT: DT PRODUCTIONS, INC.
Ref. Number: W98000027863

We have received your document for DT PRODUCTIONS, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6972.

Doris Brown
Document Specialist

Letter Number: 398A00058657

ARTICLES OF INCORPORATION

OF

DT FILMS, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JAN 19 PM 4:23

The undersigned incorporator, for the purpose of forming a corporation for profit under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I

Name

The name of the corporation is:

DT FILMS, INC.

ARTICLE II

Existence

The corporation's existence shall commence upon the date of the filing of these Articles of Incorporation.

ARTICLE III

Purpose

The corporation is organized for the purpose of transacting any and all lawful business for which corporations may be formed under the Florida Business Corporation Act, and all amendments and supplements thereto, or any law enacted to take the place thereof (collectively, the "Act").

ARTICLE IV

Authorized Capital

The corporation is authorized to issue One Hundred Thousand (100,000) shares of common stock, with a par value of \$1.00 per share.

ARTICLE V

Address

The address of the principal office of the corporation, and its mailing address, is 350 Lincoln Road, Suite 208, Miami Beach, Florida 33139.

ARTICLE VI

Registered Office and Agent

The street address of the corporation's initial registered office is 9200 South Dadeland Boulevard, Suite 710, Miami, Florida 33156. The name of the initial registered agent at such office is Raul A. Puig, Esq.

ARTICLE VII

Indemnification

(a) The corporation shall indemnify, or advance expenses to, to the fullest extent authorized or permitted by the Act, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that such person: (i) is or was a director of the corporation; (ii) is or was an officer of the corporation, provided that such person is or was at the time a director of the corporation; or (iii) is or was serving at the request of the corporation as a director, officer, agent or employee of another corporation, partnership, joint venture, trust or other enterprise, provided that such person is or was at the time a director of the corporation.

(b) Except for those persons entitled to indemnification pursuant to subparagraph (a) of this Article VII, the Board of Directors of the corporation shall have, unless otherwise expressly prohibited by the Act, the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that such person is or was an officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

(c) Except for those persons entitled to indemnification pursuant to subparagraph (a) of this Article VII, no person may apply for indemnification or advancement of expenses to any court of competent jurisdiction.

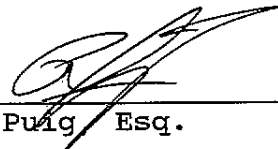
ARTICLE VIII

Incorporator

(a) The name and address of the incorporator of the corporation are: Raul Puig, Esq., 9200 South Dadeland Boulevard, Suite 710, Miami, Florida 33156.

(b) There shall be no initial Board of Directors. Until a Board of Directors is elected and shares are issued, the incorporator shall have all the rights and powers of a shareholder, including, without limitation, the power to elect a Board of Directors. The Board of Directors shall be elected as soon as convenient after filing these Articles.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 18th day of January, 1999.



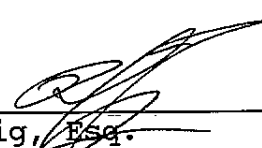
Raul Puig Esq.

ACCEPTANCE OF APPOINTMENT

AS

REGISTERED AGENT

I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation and state that I am familiar with, and accept, the obligations set forth in Sections 48.091 (2) and 607.0505 of Florida Statutes.



Raul Puig, Esq.

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STATE
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