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**Florida Department of State
Division of Corporations
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TALLAHASSEE, FLORIDA**

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

FLORIDA PROFIT CORPORATION OR P.A.

DIVA DIGITAL PICTURES INC.

F. CHESSER

MAR 19 1999

Certificate of Status	0
Certified Copy	1
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ARTICLES OF INCORPORATION
OF

DIVA DIGITAL PICTURES INC.

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt(s) the following Articles of incorporation.

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ARTICLE I NAME

The name of the corporation shall be: DIVA DIGITAL PICTURES INC.

The principal place of business of this corporation shall be: 3020 S.W. 28th COCONUT GROVE, FL. 33133

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III CAPITAL STOCK

The aggregate number of shares of stock and its value that this corporation is authorized to have outstanding at any one time is: 100 shares \$1.00 par value

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V OFFICERS DIRECTORS

The name(s) and street address(es) of the initial officer(s) and director(s), if any, who shall hold office the first year of the corporation's existence or until their successor(s) is(are) elected, is(are):

RICARDO CELIS (SECRETARY)
3020 S.W. 28th COCONUT GROVE
FLORIDA 33133

MAYTE PRIDA (PRESIDENT)
3020 S.W. 28th COCONUT GROVE
FLORIDA 33133

MICHAEL DEOSDADE (VICE PRESIDENT)
3020 S.W. 28th COCONUT GROVE
FLORIDA 33133

Prepared By: Michael I. Santucci, Esq.
FBN 0105160
5201 N.W. 74th Ave.
Miami, Florida 33166

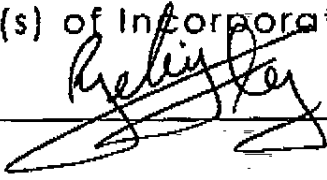
ARTICLE VI INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to this articles of incorporation is(are):

RICARDO CELIS 3020 S.W. 28st. COCONUT GROVE, Florida 33133

IN WITNESS WHEREOF, the undersigned incorporator(s) has (have) executed these Articles of Incorporation this, _____ day of _____ 1999

Signature(s) of Incorporator(s)



CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation:

DIVA DIGITAL PICTURES INC.

2. The name and address of the registered agent and office is:

RICARDO CELIS 17099 N.W. 20st.

(P.O. BOX NOT ACCEPTABLE)

Pembroke Pines, Florida 33028

(CITY/STATE/ZIP)

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TALLAHASSEE, FLORIDA

SIGNATURE

Ricardo Celis

TITLE

SECRETARY

DATE

3/18/99

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

SIGNATURE

Ricardo Celis

DATE

3/18/99