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Division of Corporations

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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 : PEREZ, BEHAR & ASSOCIATES, INC.
Account Number : T19980000081
Phone : (305) 949-4738
Fax Number : (305) 949-6652

SECRETARY OF STATE
KATHERINE HARRIS
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

R & R Film, Inc.

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**ARTICLES OF INCORPORATION
OF
R & R FILM, INC.**

We, the undersigned, all of whom are of legal age, do hereby associate ourselves for the purpose of becoming a corporation under the laws of the State of Florida authorizing the formation of corporations.

ARTICLE I

The name of this corporation shall be:

R & R FILM, INC.

ARTICLE II

The purpose is to engage in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE III

It shall have the authority to issue 100 shares of stock, all of one class, with \$ 1.00 par value.

ARTICLE IV

The corporation shall begin with \$ 100.00 capital.

ARTICLE V

The period of its duration is perpetual.

ARTICLE VI

The address of its principal office is:

545 41st Street
Miami Beach, Fl. 33140

Prepared by:
Perez, Behar & Associates, Inc.
14730 NE 10th Ave.
N Miami, FL 33161
(305) 949-4738

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TALLAHASSEE, FLORIDA

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ARTICLE VII

The number of directors constituting its initial Board of Directors is
(1) whose name(s) and address(es) is (are):

Revital Candiotti
545 41st Street
Miami Beach, Fl. 33140
President 100%

ARTICLE VIII

The name and address of the subscriber is:

Revital Candiotti
545 41st Street
Miami Beach, Fl. 33140

ARTICLE IX

The permanent agent and address for the corporation shall be:

PEREZ, BEHAR & ASSOCIATES, INC.
14730 N.E. 10TH AVENUE
N.MIAMI, FL. 33161

ARTICLE X

Shareholders shall be entitled to preemptive rights.


Revital Candiotti

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED.
IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

FIRST THAT R & R FILM, INC. DESIRING TO ORGANIZE OR QUALIFY
UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL
PLACE OF BUSINESS AT CITY OF MIAMI BEACH, STATE OF FLORIDA HAS
NAMED PEREZ, BEHAR & ASSOCIATES, INC. AS ITS AGENT TO ACCEPT
SERVICE OF PROCESS WITHIN FLORIDA.

Signature: 

Title: PRESIDENT

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.

Signature: 
RAMON PEREZ/ VICE-PRESIDENT
PEREZ, BEHAR & ASSOCIATES, INC.

Date: 4-22-99

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