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WILLIAM A. MALNICK, ESQUIRE

NationsBank Tower---Suite 2700

100 S.E. 2nd Street

Miami, Florida 33131-2146

(305) 374-7415

Fax (305) 374-7441

May 12, 1999

SECRETARY OF STATE
DIVISION OF CORPORATIONS
409 E. GAINES STREET
TALLAHASSEE, FL 32301

or at

P.O. BOX 6327
TALLAHASSEE, FL 32314

RE: Formation of "CHIMENTO STUDIO, INC."

To whom it may concern:

Enclosed please find the Articles Of Incorporation for "CHIMENTO STUDIO, INC."
along with my trust account check # 2397 in the amount of \$131.25 for the following items:

Filing Fees \$70.00

Certified Copies \$52.50

Certificate of Good Standing \$8.75

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-05/14/99--01108--005
****131.25 *****87.50

A self addressed stamped envelope is enclosed to send the above items to my office upon
completion. If you have any questions please do not hesitate to call.

Very truly yours,

WILLIAM A. MALNICK

WAM/l
enclosure

cc: Anthony Chimento
wam\chimento\studio\secstate.ltr

FILED
99 MAY 14 AM 10:06
SECRETARY OF STATE
TALLAHASSEE FLORIDA

B. BROCK MAY 18 1999

ARTICLES OF INCORPORATION

OF

CHIMENTO STUDIO, INC.

FILED
99 MAY 14 AM 10:06
SECRETARY OF STATE
TALLAHASSEE FLORIDA

THE UNDERSIGNED, has executed the following document as incorporator of the above named corporation, a corporation organized under the laws of the State of Florida, and all rights, duties and obligations of the undersigned as incorporator, and those of the corporation, are to be determined in accordance with the laws of the State of Florida.

ARTICLE I-NAME

The name of the corporation shall be: CHIMENTO STUDIO, INC.

ARTICLE II-TERM OF EXISTENCE

This corporation shall commence existence upon the filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

ARTICLE III-NATURE OF BUSINESS

The specific nature of the business and objects and purposes proposed to be transacted and carried on by this corporation are do any and all of the things mentioned, as fully and to the same extent as natural persons might do, including, but not limited to, the following:

- (1) Transact any and all lawful business;
- (2) Said corporation shall further have powers:
 - To have perpetual succession by its corporate name;
 - To sue and be sued, complain, and defend in its corporate name in all actions or proceedings;
 - To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced;
 - To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated;
 - To convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets;
 - To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individual, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district or municipality, or of any instrumentality thereof;
 - To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income;
 - To lend money for its corporate purposes, invest and reinvest its funds, and to take and hold real and personal property as security for the payment of funds so loaned or invested;
 - To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state;
 - To elect or appoint officers and agents of the corporation and define their duties and fix their compensation;
 - To make and alter by-laws, not inconsistent with its articles of incorporation or with the laws of this state, for the administration of the corporation;

ARTICLES OF INCORPORATION
CHIMENTO STUDIO, INC.

To make donations for the public welfare or for charitable, scientific or educational purposes;
To transact any lawful business which the Board of Directors shall find will be in aid of governmental policy;
To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans and any other incentive plans for any and all of its directors, officers and employees and for any or all of the directors, officers and employees of its subsidiaries;
To be an incorporator, partner, member, associate or manager of any corporation, partnership, joint Venture, trust or other enterprise;
To conduct business in the areas of the arts;
To have and exercise all powers necessary or convenient to effect its purposes;
To indemnify any person who by reason of the fact that he is or was a director, officer, employee or agent of the corporation to the full extent as permitted by Florida Statutes, Chapter 607.014.

ARTICLE IV- SHARES

The aggregate number of shares which this corporation shall have authority to issue is the total sum of 100 shares, having zero par value per share.

Unless otherwise stated in these articles, or in an amendment to these articles, there shall be only one (1) class of stock of this corporation.

ARTICLE V-REGISTERED AGENT

The street address of the initial registered office and name of the initial Registered Agent of this corporation shall be:

WILLIAM A. MALNICK, ESQUIRE

NationsBank Tower--Suite 2700
100 S.E. 2nd Street
Miami, Florida 33131-2146
(305) 374-7415
Fax (305) 374-7441

ARTICLE VI-INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall initially consist of a total of 1 person(s). The names and addresses of the persons who shall serve as initial directors are:

<u>Title</u>	<u>Name</u>	<u>Address</u>
Director	ANTHONY CHIMENTO	800 LINCOLN ROAD, SUITE 108 MIAMI BEACH, FL 33139

ARTICLE VII-INITIAL OFFICERS

The initial Officers shall consist of a total of 1 person(s), who shall hold office for the first year of the

ARTICLES OF INCORPORATION
CHIMENTO STUDIO, INC.

corporation, or until his/her successor is elected or appointed. The names and addresses of the persons who shall serve as initial officers are:

<u>Title</u>	<u>Name</u>	<u>Address</u>
President/Secretary	ANTHONY CHIMENTO	800 LINCOLN ROAD, SUITE 108 MIAMI BEACH, FL 33139

ARTICLE VIII- ADDRESS

The address of the principal place of business shall be 800 Lincoln Road, Suite 108, Miami Beach, Florida 33139, and the mailing address of the corporation shall be the same.

ARTICLE IX-INTENT TO QUALIFY AS A "SUB-S" CORPORATION

This corporation shall be organized so as to enable it to comply with the provisions of Subchapter S of the Internal Revenue Code, 26 U.S.C. 1361, et seq., and intends to take all actions necessary to obtain and maintain its status as an S Corporation as defined therein.

ARTICLE X- INCORPORATOR

The name and address of the incorporator executing these articles of incorporation is:

ANTHONY CHIMENTO	800 LINCOLN ROAD, SUITE 108 MIAMI BEACH, FL 33139
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IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this
11th day of May, 1999.

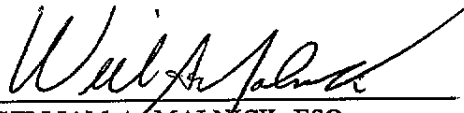

ANTHONY CHIMENTO

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

I, William A. Malnick, Esq., having been named as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505,

ARTICLES OF INCORPORATION
CHIMENTO STUDIO, INC.


Florida Statutes.


WILLIAM A. MALNICK, ESQ.

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

The foregoing instrument was acknowledged before me ~~personally, an officer~~ authorized to take acknowledgements by WILLIAM A. MALNICK, ESQ. to one well known to be the person(s) authorized to execute the foregoing and who produced his/her Form of Identification: _____, and who, after being first duly cautioned and sworn, under oath, acknowledge(s) and represent(s) that he/she has read the foregoing and that same is true, correct and complete.

WITNESS my hand and official seal in the County and State last aforesaid this 12th day of May, 1999.


Print Name: Michelle Reboso
Notary Public, State of Florida

My Commission Expires: Feb. 19, 2000
Commission Number: CL533619

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MICHELLE REBOSO
My Commission CC533819
Expires Feb. 19, 2000

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99 MAY 14 AM 10:06
SECRETARY OF STATE
TALLAHASSEE FLORIDA