

P99000047412

TRANSMITTAL LETTER

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

700002881557-2
-05/20/99-01092-003
*****87.50 *****87.50

SUBJECT: AMERINDIA FILMS USA INC.

Enclosed is an original and one (2) copies of the articles of incorporation and a check for:

\$87.50 Filing Fee, Certified Copy & Certificate of Status

FROM:

**Judith Mendez-Leon
6538 Collins Avenue Suite 304
Miami Beach FL 33141
305-282-7401**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAY 20 PM 2:41

SHARON

MAY 25 1999

Certificate of Incorporation

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAY 20 PM 2:41

This is to certify that, there is hereby organized a corporation under the laws of the state of Florida,

1. The name of the Corporation is:

"AMERINDIA FILMS USA INC."

2. The street and mailing address of this corporation's initial registered principal place of business is:

716 15th Street Suite 8 Miami Beach FL 33139

3. The purpose for which this corporation is organized are:

To engage in any activity within the purpose for which corporations may be organized under the State of Florida more specifically for the production of films and television programming.

4. The aggregate number of shares which the corporation shall have authority to issue is:

200,000

5. There is only one class and only one series of stock of this corporation.

6. The first Board of Directors of this corporation shall consist of name and address of each person who is to serve as such Director is:

Name Address

JAIME PINA

Calle Mercedes #137, Cuidad Colnial Santo Domingo D.R.

7. The name and address of each Incorporator is:

Name Address

Jaime Pina Calle Mercedes #137, Cuidad Colnial Santo Domingo D.R.

8. The name and Florida Street address of the initial registered agent are:

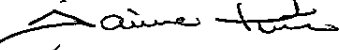
Name Address

Judith Mendez-Leon

6538 Collins Avenue Suite 304, Miami Beach FL 33141

In Witness Whereof, each individual Incorporator, each being over the age of eighteen years, has signed this Certificate or the Incorporator be a corporation, has caused this Certificate to be signed by its authorized officers, this **12th day of May**.

Incorporator's Name:



JAIME PINA

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



Signature of Registered Agent

Date: