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TRANSMITTAL LETTER

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

\$00002884459--5 -05/24/99--01129--001 *****87.50 *****87.50

SUBJECT: Parasol Films Inc.

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

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

FROM:

Erik Baquero 9503 NW 73rd Street Tamarac FL 33321 954-971-2521 99 MAY 24 AM 9: 00
SECRETARY OF STATE
TALLANASSEE, FI OBION

Certificate of Incorporation

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:

"Parasol Films Inc."

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

9503 NW 73rd Street Tamarac FL 33321

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 and Address Erik Baquero 9503 NW 73rd Street Tamarac FL 33321

Donnie Anderson 1827 Buchanan Street Hollywood FL 33020

7. The name and address of each Incorporator is:

Name and Address

Erik Baquero 9503 NW 73rd Street Tamarac FL 33321

Donnie Anderson 1827 Buchanan Street Hollywood FL 33020 99 MAY 24 AM 9: 00 SECRETARY OF STATE TALLAMASSEE, FLORIDA 8. The name and Florida Street address of the initial registered agent are:

Name and Address Erik Baquero 9503 NW 73rd Street Tamarac FL 33321

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 22 day of mAy 1999

Incorporator's Name:

Erik-Baquero

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, an d I am familiar with and accept the obligations of my position as registered agent.

Signature of Registered Agent

Date: 5/22/99