

P99000051817

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

000002895000--4
-06/04/99--01046--001
*****87.50 *****87.50

SUBJECT: PONDER FILMS, INC.

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

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

FROM: Lynn Ponder
1717 N. Bayshore Drive, Suite 1037
Miami, FL 33132
305-373-6857

FILED
99 JUN -4 PM 5:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NOTE: Please provide the original and one copy of the articles.

6-8
WS

ARTICLES OF INCORPORATION

OF

PONDER FILMS, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the Laws of the State of Florida.

ARTICLE I NAME

The name of the corporation shall be:

PONDER FILMS, INC.

The principal place of business of this corporation shall be 1717 North Bayshore Drive, Suite 1037, Miami, Florida 33132, and the mailing address of the corporation is the same.

ARTICLE II NATURE OF BUSINESS

This corporation may engage or transact in 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 maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having no par value per share.

ARTICLE IV REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1717 North Bayshore Drive, Miami, Florida 33132, and the name of the initial registered agent of the corporation at the address is Lynn Ponder.

ARTICLE V TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. The names and street addressees of the

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initial officers and directors who shall hold office the first year of the corporation's existence or until their successors are elected are:

Lynn Ponder 1717 N. Bayshore Drive, Suite 1037
Miami, Florida 33132

Hector Dapena Conde 1717 N. Bayshore Drive, Suite 1037
Miami, Florida 33132

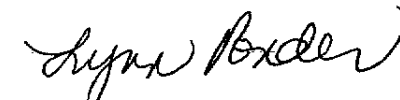
Luzette M. Rivera-Diez 2025 Brickell Ave., Suite 1004
Miami, FL 33129

ARTICLE VII INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

Lynn Ponder 1717 N. Bayshore Drive, Suite 1037
Miami, Florida 33132

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of
Incorporation this SECOND day of June, 1999.



Lynn Ponder

FL. DRIVER'S LICENSE NO. P536-56-627-0

**STATE OF FLORIDA
COUNTY OF DADE**

THE FORGOING instrument was acknowledged and sworn to before me this SECOND day of
June 1999 by Lynn Ponder of Ponder Films, Inc.

Notary Public



Richard F. De La Rosa
Commission # CC 800054
Expires JAN. 3, 2003
BONDED THRU
ATLANTIC BONDING CO., INC.

My Commission Expires:

**ACCEPTANCE OF REGISTERED AGENT
DESIGNATED IN THE ARTICLES OF INCORPORATION**

Lynn Ponder, an individual residing in this state, having a business office identical with the registered office of the corporation named below, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation of:

PONDER FILMS, INC.

Lynn Ponder is familiar with and accepts the obligations of the position of Registered Agent under Section 607-0505, Florida Statutes.

By: _____

Typed Name: Lynn Ponder

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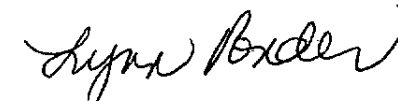
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By: *Lynn Ponder*
Typed Name: Lynn Ponder