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LAW OFFICES OF
JEAN S. PERWIN
INGRAHAM BUILDING • SUITE 1144
25 SOUTHEAST SECOND AVENUE
MIAMI, FLORIDA 33131

COPYRIGHT TRADEMARK
INTELLECTUAL PROPERTY
AND RELATED CAUSES

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EFFECTIVE DATE
8-1-99

July 9, 1999

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

100002928371--6
-07/12/99-01113-017
****122.50 *****78.75

RE: GIRAL FILMS, INC.

Dear Sir or Madam:

Enclosed please find:

- Articles of Incorporation on behalf of Nieve, Inc.
- A check in the amount of \$122.50 for the filing fees.

If you have any questions regarding this filing, please do not hesitate to contact me.

Sincerely,

Jean Perwin

JEAN S. PERWIN

JSP:alc
Enclosures

FILED
99 JUL 12 AM 9:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Jean Perwin GAVE
AUTHORIZATION BY PHONE TO
CORRECT Naim
DATE 7-21-99
DOC. EXAM [Signature]

C. GALLMON-CASE JUL 22 1999

W99-16921

**ARTICLES OF INCORPORATION
OF**

GIRAL FILMS, INC.

FILED
99 JUL 12 AM 9:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
8-1-99

ARTICLE I - NAME

The name of the corporation is GIRAL FILMS, INC and the principal address of the corporation is: 9381 E. Bay Harbor Dr., #301S, Miami Beach, FL 33154, Bay Harbor Islands.

ARTICLE II - DURATION

The period of the duration of this corporation is perpetual unless dissolved according to law. Corporate existence shall commence upon August 1, 1999.

ARTICLE III - PURPOSES

The purpose or purposes for which the corporation is the production of a film and any other lawful purpose.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue two thousand shares of common stock (2,000) par value \$1.00 per share.

ARTICLE V - REGISTERED AGENT

The street address and city of the registered office of the corporation is 9381 E. Bay Harbor Dr., #301S, Miami Beach, FL 33154, Bay Harbor Islands and the name of its initial registered agent at such address is Sergio Giral.

ARTICLE VI - BOARD OF DIRECTORS

The initial board of directors shall consist of three (3) members. The names and address of the persons who shall serve on the initial board are:

Sergio Giral, President
9381 E. Bay Harbor Dr.
#301S
Bay Harbor Islands
Miami Beach, FL 33154

Antonio Perez, Treasurer
2025 N.W. 8th Terrace
Miami, Florida 33125

Armando Dorego, Secretary
9381 E. Bay Harbor Dr.
#301S
Bay Harbor Islands
Miami Beach, FL 33154

ARTICLE VII - INCORPORATORS

The name and address of the person signing these Articles is:

Antonio Perez
2025 N.W. 8th Terrace
Miami, Florida 33125

The power to adopt, alter, amend or repeal Bylaws shall be vested solely in the Board of Directors.


ARTICLE VIII - INDEMNIFICATION

The corporation shall indemnify its directors, officers, employees, and agents to the full extent permitted by law.

ARTICLE IX - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in the Articles of Incorporation or any amendment to them. Any right conferred on the shareholders is subject to this reservation.

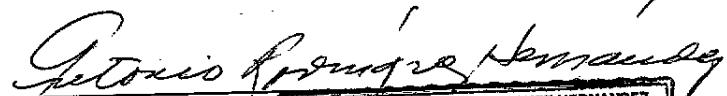
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on the 29 day of June 1999



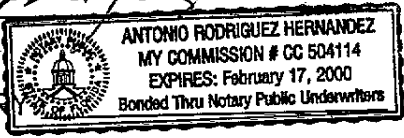
Antonio Perez

STATE OF FLORIDA }
 } SS.
COUNTY OF MIAMI-DADE }

The foregoing was acknowledged before me this 6/29/99 day of June, 1999, by Antonio Perez who is personally known to me or who has produced DRIVER LICENSE as identification and who did/did not take an oath.



NOTARY PUBLIC



NAME OF NOTARY _____
COMMISSION NO.: _____

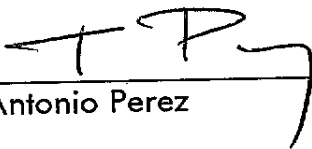
CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR SERVICE OF PROCESS WITHIN THE STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuance to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act.

THAT, GIRAL FILMS, ^{INC.} desiring to organize under the laws of the State of Florida, as a for profit organization, with its principal office at 9381 E. Bay Harbor Dr., #301S, Bay Harbor Islands, Miami Beach, FL 33154, hereby appoints Sergio Giral as its agent to accept service of process within the State of Florida.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-named corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.


Antonio Perez

FILED
99 JUL 12 AM 9:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA