

Winter Park Pictures
7337 Aloma Avenue, Suite 200
Winter Park, FL 32792
Business (407)657-1181
Facsimile (407)657-2322

100002937961--6
-07/21/99--01081--010
*****78.75 *****78.75

July 19, 1999

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

Dear Sir or Madam:

Enclosed are the Articles of Incorporation for Winter Park Pictures, Incorporated. In addition, a check of \$78.75 is enclosed. Seventy dollars is for the incorporation fee and \$8.75 is for certified copy of the incorporation. Please send the certified copy of the incorporation to the above listed address.

If you have any questions please call the above listed number.

Sincerely,



Kristopher M. Cruzada
Principle Agent

FILED
99 JUL 21 AM 10:23
SECRETARY OF STATE
TALLAHASSEE FLORIDA

7/25
699A-38351

ARTICLES OF INCORPORATION
OF
WINTER PARK PICTURES, INC.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned incorporator, being persons competent to contract, subscribe to these Articles of Incorporation to form a Corporation for profit under the laws of the State of Florida.

ARTICLE I - Name

The name of the corporation is WINTER PARK PICTURES, INC.

ARTICLE II - Principle Office

The principle office, and mailing address of the corporation is 7337 Aloma Avenue, Suite 200, Winter Park, Florida 32792.

EFFECTIVE DATE
7-20-99

ARTICLE III - Capital Stock

The maximum number of shares of stock that the corporation is authorized to issue is 1,000 shares of common stock having par value of one dollar (\$1.00) per share. The consideration to be paid for each share shall be fixed by the Board of Directors.

ARTICLE IV - Preemptive Rights

Every Shareholder, upon the sale of any additional stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 7337 Aloma Avenue, Suite 200, Winter Park, Florida 32792, and the name of the initial registered agent of this corporation is Kristopher Miguel Cruzada.

ARTICLE VI - Incorporator

The name and street address of the incorporator of the corporation is:

<u>Name</u>	<u>Address</u>
Kristopher Miguel Cruzada	4559 Kawilla Crest Place Winter Park, FL 32792

ARTICLE VII - Directors

The corporation shall initially have two (2) directors. The method of electing (e.g., cumulative, non-cumulative, removing and replacing directors shall be prescribed by the By-Laws of the corporation. The number of directors maybe increased or decreased from time to time by the By-Laws of the corporation. The name and street address of the initial director who shall hold office until the first annual meeting of the Stockholders of the corporation or until their successors are elected or appointed and qualified is:

<u>Name</u>	<u>Address</u>
Kristopher Miguel Cruzada	4559 Kawilla Crest Place Winter Park, FL 32792
Cyril Miguel Cruzada	4559 Kawilla Crest Place Winter Park, FL 32792

ARTICLE VIII - General Purpose

The purpose for which the corporation has been formed is to engage in and transact any and all lawful business permitted under the laws of the State of Florida and of the United States.

ARTICLE IX - Term of Existence

The corporation shall commence its corporate existence on the date of subscription and acknowledgment of these Articles of Incorporation, and shall have perpetual existence thereafter unless dissolved according to law.

ARTICLE X - Super Majority Rights

The following actions must be approved by the affirmative vote of at least Seventy Five percent (75%) of the issued and outstanding voting shares of stock of the corporation:

- 1) The amendment of the articles of incorporation by by-laws of the corporation.
- 2) The authorization of additional shares of corporate stock.
- 3) The merger or consolidation of the corporation with or into any other entity, or the reorganization, recapitalization, primary or secondary offering of debt or equity securities, liquidation, or dissolution of the corporation.
- 4) The sale, lease or other transfer other than in the ordinary course of its business of any real property, or any interest therein, owned by the corporation.
- 5) Any agreement, contract, obligation, or liability, whether oral or written, formal or informal, between the corporation and any Director, any shareholder owning more than Twenty Five percent (25%) of the shares of the common stock of the corporation, or affiliate or sister corporation over which any shareholder owning more than Twenty Five percent (25%) of the shares of common stock of the

corporation has controlling interest (as defined in the rules and regulations of the Securities and Exchange Commission of the United States).

- 6) The incurring of any indebtedness, except for trade payables for goods and services actually received in the ordinary course of business operations; and
- 7) The guaranty, of payment or otherwise, by any person or entity.

IN WITNESS WHEREOF, the undersigned incorporator have executed these Articles of Incorporation this 20th day of July, 1999.

Kristopher Miguel Cruzada

Kristopher Miguel Cruzada /Registered Agent

"Hereby accept the responsibilities as Registered Agent."

STATE OF FLORIDA
COUNTY OF ORANGE

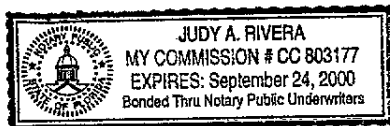
Before me, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgments, personally appeared Kristopher Miguel Cruzada as Incorporator for Winter Park Pictures Corporation, who is known to me and is known by me to be the person who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed the same freely and voluntarily for the purposes therein stated.

This the 20th day of July, 1999.

Judy A. Rivera
Notary Public

My commission expires:

September 24, 2000



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SECRETARY OF STATE
TALLAHASSEE FLORIDA