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MIAMI, FLORIDA (305)552-5973

(City, State, Zip) (Phone #)

LOCAL REPRESENTATIVE TALLAHASSEE

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OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. JOSEPH & SALOMON STUDIO, INC.
 (Corporation Name) (Document #)

2. _____
 (Corporation Name) (Document #)

3. _____
 (Corporation Name) (Document #)

4. _____
 (Corporation Name) (Document #)

Walk in Pick up time 2:00

Certified Copy

Mail out Will wait Photocopy

Certificate of Status

FILED
 99 AUG 20 PM 2:59
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

RECEIVED
 99 AUG 20 PM 12:10
 DEPARTMENT OF STATE
 DIVISION OF CORPORATIONS
 TALLAHASSEE, FLORIDA

[Handwritten Signature]

Examiner's Initials

Date AUGUST 19, 1999

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Fl. 32314

Re JOSEPH & SALOMON STUDIO, INC. Inc.
(name of corporation)

Gentlemen:

Enclosed please find the original and one copy of Articles of Incorporation, together with my check in the amount of \$

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Very truly yours,

(individual's name)

JOSEPH & SALOMON STUDIO, INC.

(name of corporation)

MAILING ADDRESS OF CORPORATION		
10350 W. BAY HARBOR DR. #2K		
BAY HARBOR ISLAND, FL 33154		
PHONE		
(305)	992-6954	
Area Code	Phone Number	Ext.

ARTICLES OF INCORPORATION

of

JOSEPH & SALOMON STUDIO, INC.

(name of corporation)

The undersigned subscriber(s) to these Articles of incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of the corporation is:

JOSEPH & SALOMON STUDIO, INC.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue FIVE HUNDRED shares (500) of ONE Dollar(s) (\$ 1.00) par. value Common Stock, which shall be designated "Common Shares".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the Initial Registered Agent office and the name of the Initial Registered Agent at that office is:

NAME	SALOMON UTRERA		
ADDRESS	10350 W. BAY HARBOR DR. #2K		
CITY	BAY HARBOR ISLAND	STATE FLORIDA	ZIP 33154

The principal office, if known, or the mailing address of the corporation is:

NAME	JOSEPH & SALOMON STUDIO, INC.		
ADDRESS	10350 W. BAY HARBOR DR. #2K		
CITY	BAY HARBOR ISLAND	STATE FLORIDA	ZIP 33154

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have TWO (2) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall be less than one (1). The names and addresses of the initial director(s) of the corporation are as follows:

NAME	SALOMON UTRERA	PRESIDENT	50% SHARES
ADDRESS	10350 W. BAY HARBOR DR. #2K		
CITY	BAY HARBOR ISLAND	STATE FLORIDA	ZIP 33154
NAME	JOSE YEPEZ	VICE PRESIDENT	50% SHARES
ADDRESS	10350 W. BAY HARBOR DR. #2K		
CITY	BAY HARBOR ISLAND	STATE FLORIDA	ZIP 33154
NAME			
ADDRESS			
CITY		STATE	ZIP

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TALLAHASSEE FLORIDA

Article VII - INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

NAME	SALOMON UTRERA		
ADDRESS	10350 W. BAY HARBOR DR. #2K		
CITY	MIAMI	STATE	FLORIDA ZIP 33154
NAME			
ADDRESS			
CITY		STATE	
NAME			
ADDRESS			
CITY		STATE	

IN WITNESS WHEREOF, the undersigned subscriber (s) have executed these Articles of Incorporation this 19 day of AUGUST, 19 99

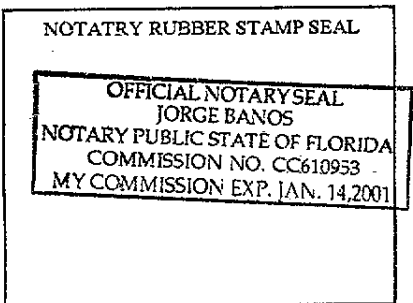
_____ (Seal)
 _____ (Seal)
 _____ (Seal)

STATE OF FLORIDA)
) SS
 COUNTY OF MIAMI-DADE)

before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared: SALOMON UTRERA

_____ Signature	FL DL#U366-780-69-185-0 Form of Identification
_____ Signature	_____ Form of Identification
_____ Signature	_____ Form of Identification

known to me and known to be the person(s) who executed the foregoing Articles of Incorporation, who acknowledged before me that HE executed these articles of Incorporation, that I relied upon the form _____ of identification of the above named person _____ as indicated opposite each name, and that an oath was not taken.



Witness my hand and official seal in the County and State last aforesaid this _____ day of AUGUST, 19 99

_____ Notary Signature
 JORGE BANOS
 _____ Primed Notary Signature

**CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT**

***CERTIFICATE OF REGISTERED AGENT
OF***

JOSEPH & SALOMON STUDIO, INC.

(name of corporation)

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:
The above corporation, desiring to organize under the laws of the State of Florida with
its registered office as indicated in the Articles of Incorporation
at 10350 W. BAY HARBOR DR. #2K

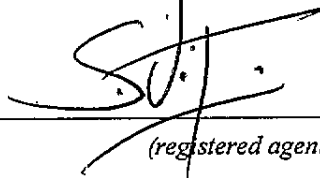
BAY HARBOR ISLAND, FLORIDA 33154

has named SALOMON UTRERA

located at the aforesaid address, as its Registered Agent to accept service of process
within this state.

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above
stated corporation at the place designated in this certificate, and being familiar with
the obligations of that position, I hereby accept to act in this capacity, and agree to
comply with the provisions of Florida Law in keeping open said office.


(registered agent)

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