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MARA CROATTO
1091 NW 124 AVENUE
PEMBROKE PINES, FLA 33026

September 22, 1999

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-09/23/99-01089-013
122.50 *78.75

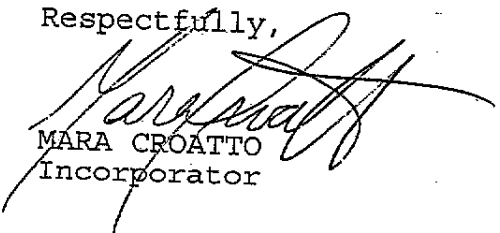
Secretary of State
Division of Corporations
409 East Gaines
Tallahassee , Fla 32399

Dear Sirs :

Enclosed find one original and a copy of the Articles of Incorporation of AQUARELA PRODUCTIONS, INC. Also find enclosed a check made payable to Secretary of State in the amount of \$122.50 which includes the statutory filing fee.

Your assistance in establishing the corporation to be known as AQUARELA PRODUCTIONS, INC. is greatly appreciated.

Respectfully,


MARA CROATTO
Incorporator

D. BROWN SEP 27 1999

ARTICLES OF INCORPORATION
OF
AQUARELA PRODUCTIONS, INC.

ARTICLE I - NAME

The name of the corporation is AQUARELA PRODUCTIONS, INC.

ARTICLE II - DURATION

This corporation is to exist perpetually.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1000 shares of One Dollar (\$1.00) par value common stock.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder upon the sale for cash of any new 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 VI - INITIAL REGISTERED OFFICE

The street address of the initial registered office of this Corporation is 1091 NW 124 AVENUE, PEMBROKE PINES, FLA 33026.

ARTICLE VII - INITIAL REGISTERED AGENT

The name and address of the initial registered agent for this corporation is MARA CROATTO at 1091 NW 124 AVENUE, PEMBROKE PINES, FLA. 33026.

ARTICLE VIII - INITIAL PRINCIPAL OFFICE AND MAILING ADDRESS

The initial principal office and mailing address of this Corporation is:

1091 NW 124 AVENUE
PEMBROKE PINES, FLA 33026

ARTICLE IX - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time , in accordance with the by-laws of the corporation , but shall never be less than one (1). The name and address of the initial director of this corporation is:

NAME

ADDRESS

MARA CROATTO

1091 NW 124 AVENUE
PEMBROKE PINES, FLA 33026

ARTICLE X - INCORPORATOR

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

MARA CROATTO
1091 NW 124 AVENUE
PEMBROKE PINES, FLA 33026

ARTICLE XI - BY-LAWS

The power to adopt , alter , amend or repeal by-laws shall be vested in the Board of Directors.

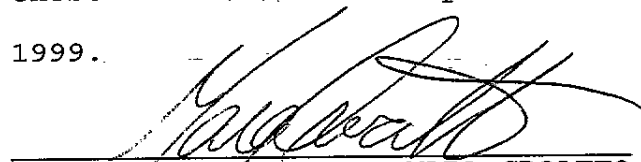
ARTICLE XII - INDEMNIFICATION

The corporation shall indemnify any officer or director , or any former officer or director , to the full extent permitted by law.

ARTICLE XIII - AMENDMENTS

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation , or any amendment thereof , and any right conferred upon the shareholders is subject to this reservation.


IN WITNESS THEREOF , the undersigned subscriber has executed these Articles of Incorporation on this 22nd day of September, 1999.



MARA CROATTO

STATE OF FLORIDA
COUNTY OF DADE

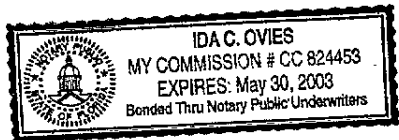
THE FOREGOING ARTICLES OF INCORPORATION were sworn to and acknowledged before me on this 22nd day of September 1999, MARA CROATTO.



Notary Public
State of Florida

Personally known to me
(or I.D. shown).

My commission expires:



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

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

AQUARELA PRODUCTIONS, INC. dully organized under the laws of the
State of Florida , with its principal offices as indicated in the
Articles of Incorporation has named MARA CROATTO at 1091 NW 124
AVENUE, PEMBROKE PINES, FLA 33026 its agent to accept service of
process within the State.

ACKNOWLEDGEMENT

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 that capacity , and agree to comply
with the provisions of said Act relative to keeping open said
office.

By:



MARA CROATTO