OFFICE USE ON (Document) IN ZARUS CORPORATE FILING SE (Requestor's Name) 3320 S.W. 87th AVENUE (Address) MIAMI, FLORIDA (305)552-			
(City, State, Zip) (Phor LOCAL REPRESENTATIVE TALLAH			
LOCAL REPRESENTATIVE TADDAM	HOOLE .	OFFICE USE ONLY	
1. ALLIANCE (Corporation Name)	FILMS, C	BER(S) (if known):	DE 29 R
2. (Corporation Name)		(Document #)	SEP 27 M III
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(Corporation Name)		(Document #)	
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OTHER FILNGS Annual Report Fictitious Name Name Reservation	REGISTRATIO QUALIFICATIO Foreign Limited Partnersl Reinstatement Trademark	N N	0029973196 09/27/9901077009 ******78.75 *****78.75
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CR2E031(9/92)

ARTICLES of INCORPORATION ALLIANCE FILMS, CORP.

ARTICLE I

The name of this corporation shall be: ALLIANCE FILMS, CORP.

With the principal place of business located at: 1500 Bay Road #1024 Miami Beach, FL 33139



The general nature of the business to be transacted by this Corporation shall be to engage in any and all lawful business permitted under the laws of the United States and the State of Florida.

ARTICLE III CAPITAL STOCK

This Corporation is authorized to issue 1.000 shares of Common Stock, par value \$1.00 (one U.S. dollar) per share.)

ARTICLE IV PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash or any new common stock of this Corporation, shall have the right to purchase their pro rata share (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

The street address of the registered office of this Corporation is: 1500 Bay Road, #1024 Miami Beach, FL 33139

The Name of the initial REGISTERED AGENT of this Corporation is: TANIA CASCAIS



ARTICLE VI INITIAL BOARD OF DIRECTORS

This Corporation shall have 1(one) Director(s) initially, the number of Directors may be either increased or diminished from time to time according to the bylaws, but shall never be less than one (1). The initial Director(s) of this Corporation is/are:

President - EDUARDO XAVIER RIBAS

ARTICLE VII INCORPORATOR

The name and address of the person signing this article is

EDUARDO XAVIER RIBAS 1500 Bay Road, #1024 Miami Beach, FL 33139

ARTICLE VIII INDEMNIFICATION

The Corporation shall indemnify any officer or Director, or any former officers or Directors to the full extent permitted by law.

ARTICLE IX MANAGEMENT OF CORPORATION

All Corporate powers shall be exercised by or under the authority of, and the business and affairs of this Corporation shall be managed under the President and the shareholders of this Corporation.

ARTICLE X BY LAWS

The power to adapt, alter, amend or repeal by-laws shall be vested on the BOARD OF DIRECTORS and the SHAREHOLDER.

IN WITNESS WHEREOF, The undersigned incorporator has executed these Article of Incorporation this 9th day of September, 1999.

Incorporator

CERTIFICATE DESIGNATING THE ADDRESS AND AN AGENT UPON WHOM PROCESS MAY BE SERVED

WITNESSETH

THAT ALLIANCE FILMS, CORP.

DESIRING TO ORGANIZE UNDER THE LAWS OF THE STATE OF FLORIDA, WHICH WILL HAVE ITS PRINCIPAL OFFICE IN THE COUNTY OF DADE, STATE OF FLORIDA HAS APPOINTED:

TANIA CASCAIS

AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THE STATE.

ACKNOWLEDGMENT:

HAVING BEEN NAMED BY THE FIRST BOARD OF DIRECTORS OF:

ALLIANCE FILMS, CORP.

TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THE CAPACITY OF REGISTERED AGENT FOR SAID CORPORATION, AND AGREE TO COMPLY WITH THE APPLICABLE PROVISION OF THE FLORIDA STATUTES.

THIS 9th DAY OF SEPTEMBER, 1999

Registered Agent _

EL. DL C220 813 545680

STATE OF FLORIDA)

COUNTY OF DADE)

BEFORE ME, A NOTARY PUBLIC AUTHORIZED TO TAKE ACKNOWLEDGMENTS IN STATE AND COUNTY SET FORTH ABOVE, PERSONALLY APPEARED.

TANIA CASCAIS

KNOWN TO ME TO BE THE PERSON WHO EXECUTED THE FOREGOING ARTICLES OF INCORPORATION, AND HE ACKNOWLEDGED BEFORE ME THAT HE EXECUTED SAME.

IN WITNESS WHEREOF, I HAVE HEREUNDER SET MY HAND AND AFFIXED MY OFFICIAL SEAL,

IN THE STATE AND COUNTY AFORESAID

24+4 18

THIS THE 9TH DAY OF SEPTEMBER, 1999

NØTARY

KARREY VAN SKY

MY COMMISSION * CC 788781

EXPIRES: 11.05/2002

1-800-3-NOTARY Fla. Notary Services & Bonding Co

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SECRETARY OF STAIL
TALLAHASSEF FINDINA