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Law Offices of

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October 7, 1999

Secretary of State

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

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-10/08/99--01070--008
*****70.00 *****70.00

Re: Crescent Productions, Inc.;
Our File No. 5021;

Dear Sir/Madam:

Enclosed is an original and one copy of the Articles of Incorporation, together with our check in the amount of \$70.00. Please return a copy (not certified) of the articles to our office in the envelope provided.

Thank you for your assistance in this matter.

Sincerely,

**LAW OFFICES OF
WILLIAM J. MOTYCZKA**

By: 
William J. Motyczka, Esquire

WJM/dhg

Enclosures (as stated)

FILED
99 OCT -8 PM 12:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

10/13/99

ARTICLES OF INCORPORATION
OF
CRESCENT PRODUCTIONS, INC.

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE ONE

The name of the corporation shall be:

CRESCENT PRODUCTIONS, INC.

ARTICLE TWO

This corporation is to have a perpetual existence.

ARTICLE THREE

The initial street address of the corporation's principal office is: 12295 S.W. 151ST Street, Apt. E-209, Miami, Florida 33186.

ARTICLE FOUR

The purpose for which this corporation is formed is: to engage in the production, marketing and/or distribution of audio and video products and to also engage in any activities or business permitted under the laws of the United States and/or under the laws of the State of Florida.

ARTICLE FIVE

The corporation is authorized to issue one hundred (100) shares of common stock with a par value of ten (\$0.10) cents, per share.

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CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

ARTICLE SIX

The name and street address of the corporation's initial registered agent and office are as follows:

REGISTERED AGENT

WILLIAM J. MOTYCZKA, ESQUIRE

REGISTERED OFFICE

13410 S.W. 128th Street
Miami, Florida 33186

ARTICLE SEVEN

The corporation shall have one (1) director initially. The number of directors may be either increased or decreased, from time to time, pursuant to the By-laws of the corporation, but in no event shall there be less than one (1) director. The names and addresses of the persons comprising the initial Board of Directors, who shall hold office for the first year of the corporation's existence, or until successors are elected and qualified, is as follows:

NAME

Dimitra Ekmektsis

ADDRESS

12295 S.W. 151st Street
Apt. E-209
Miami, Florida 33186

ARTICLE EIGHT

The name and address of the incorporator is as follows:

NAME

Dimitra Ekmektsis

ADDRESS

12295 S.W. 151st Street
Apt. E-209
Miami, Florida 33186

ARTICLE NINE

The corporation may be dissolved at any time by (i) the unanimous written consent of the shareholders; or (ii) upon the affirmative vote of the holders of at least two thirds (2/3rds) of the outstanding shares of the corporation entitled to vote thereon. Upon dissolution, the corporate

property and assets shall, after payment of all debts of the corporation, be distributed to the shareholders, *pro rata*, each shareholder to participate in the distribution in direct proportion to the number of shares held by him or by her.

ARTICLE TEN

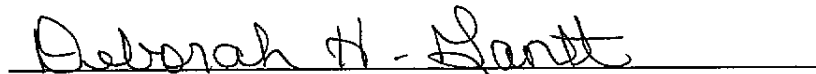
The corporation is hereby empowered to indemnify any present and/or former officer or director in the manner set out and provided for in the By-laws of the corporation.

IN WITNESS WHEREOF, I, the undersigned incorporator of this corporation, have executed these Articles of Incorporation this 7th day of OCTOBER, 1999.

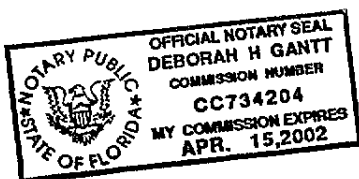

DIMITRA EKMEKTSIS

STATE OF FLORIDA)
)SS:
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 7th day of October, 1999, by Dimitra Ekmechtsis, who is personally known by me.


(Signature of person taking acknowledgment)

Deborah H. Gantt
(Printed Name of person taking acknowledgment)



DESIGNATION OF REGISTERED AGENT AND REGISTERED OFFICE

Pursuant to Florida Statute §607.034, the corporation named below hereby designates the person named below to serve as the corporation's registered agent for the service of process within the State of Florida:

NAME OF THE CORPORATION: CRESCENT PRODUCTIONS, INC.
NAME OF REGISTERED AGENT: WILLIAM J. MOTYCZKA
ADDRESS OF REGISTERED OFFICE: 13410 S.W. 128th Street
Miami Fl 33186

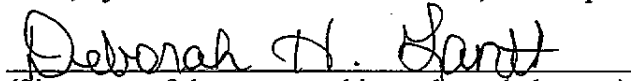
ACCEPTANCE OF APPOINTMENT BY REGISTERED AGENT

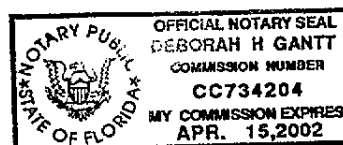
The undersigned hereby accepts and agrees to the foregoing designation of the undersigned as registered agent for the above named corporation this 7th day of October, 1999.


WILLIAM J. MOTYCZKA

STATE OF FLORIDA)
)SS:
COUNTY OF DADE

The foregoing instrument was acknowledged before me this 7th day of October, 1999, by WILLIAM J. MOTYCZKA, who is personally known to me.


(Signature of the person taking acknowledgment)
Deborah H. GANTT
(Printed name of person taking acknowledgment)



FILED
99 OCT -8 PM 12:11
CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA