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FLORIDA PROFIT CORPORATION OR P.A.

velocity film & television, inc.

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ARTICLES OF INCORPORATION**OF****VELOCITY FILM & TELEVISION, INC.**

The undersigned, for the purpose of forming a Corporation under the Florida Business Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE I - CORPORATE NAME

The name of the Corporation is VELOCITY FILM & TELEVISION, INC.

ARTICLE II - CORPORATE DURATION

The duration of the Corporation is perpetual, and the Corporate existence is to commence upon the execution hereof.

ARTICLE III - PURPOSE AND POWERS

The general purposes for which the Corporation is organized are to transact any lawful business for which corporations may be incorporated under the Florida Business Corporation Act, and to engage in any other trade or business which can, in the opinion of the Board of Directors of the Corporation, be advantageously carried on in connection with or auxiliary to any other business of the Corporation.

ARTICLE IV - CAPITALIZATION

The aggregate number of shares the Corporation is authorized to issue is 200. Such shares shall be of a single class and shall be without par value.

ARTICLE V - REGISTERED OFFICE, AGENT AND PRINCIPAL OFFICE

The street address of the initial registered office of the Corporation is 1220 Collins Avenue, Suite #105, Miami Beach, FL 33139, and the name of its initial registered agent at such address is Heriberto Rivero, Jr.. The principal office and mailing address of the corporation is 1220 Collins Avenue, Suite #105, Miami Beach, FL 33139.

This instrument prepared by:
Gary Silberman, Esq.
JONAS & SILBERMAN, P.A.
300 71st Street, Suite #405
Miami Beach, FL 33141
Florida Bar No. 0885230
Tel: (305) 866-7651

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ARTICLE VI - DIRECTORS

The number of directors constituting the initial Board of Directors of the Corporation are four. The names and addresses of the persons who are to serve as a member of the initial Board of Director is as follows:

Heriberto Rivero, Jr.
1220 Collins Avenue, Suite #105
Miami Beach, FL 33139

Migel Delgado
1220 Collins Avenue, Suite #105
Miami Beach, FL 33139

Hugh D. Smith
1220 Collins Avenue, Suite #105
Miami Beach, FL 33139


Mark Bernier
1220 Collins Avenue, Suite #105
Miami Beach, FL 33139

ARTICLE VII - INCORPORATORS

The name and address of the incorporator is:

Heriberto Rivero, Jr.
1220 Collins Avenue, Suite #105
Miami Beach, FL 33139

IN WITNESS WHEREOF the undersigned subscriber has executed these Articles of Incorporation
at Miami Beach, Florida on the 12th day of October, 1999.


Heriberto Rivero, Jr.

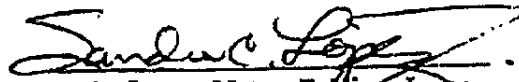
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STATE OF FLORIDA:

COUNTY OF MIAMI-DADE:

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County above named to take acknowledgments, personally appeared HERIBERTO RIVERO, JR. and he acknowledged before me that he is the subscriber to these Articles of Incorporation and he has acknowledged that he has signed same on this 12th day of October, 1999, and who did take an oath.



Sandra Lopez, Notary Public at Large,
State of Florida

My commission expires:



Sandra C. Lopez
Commission # 00 811226
Expires Apr. 6, 2003
Bonded Thru
Atlantic Bonding Co., Inc.

ACKNOWLEDGMENT OF APPOINTMENT AS REGISTERED AGENT

COMES NOW, HERIBERTO RIVERO, JR., and hereby acknowledges his appointment as the registered agent of VELOCITY FILM & TELEVISION, INC., and he is familiar with, and accepts, the obligations of that position.



HERIBERTO RIVERO, JR.

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