

State of Rhode Island and Providence Plantations

OFFICE OF THE SECRETARY OF STATE
CORPORATIONS DIVISION
100 NORTH MAIN STREET
PROVIDENCE, RI 02903-1335

Corp. I.D. #

90886

BUSINESS CORPORATION

ARTICLES OF INCORPORATION

The undersigned acting as incorporator(s) of a corporation under Chapter 7-1.1 of the General Laws, 1956, as amended, adopt(s) the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation isC.D.R. Pictures, Inc.....

(A close corporation pursuant to §7-1.1-51 of the General Laws, 1956, as amended) (strike if inapplicable)

SECOND: The period of its duration is (if perpetual, so state) ...perpetual.....

THIRD: The purpose or purposes for which the corporation is organized are:

To conduct the business of still photography, motion picture photography, and videography and to produce documentary films and other forms of educational or entertainment oriented films and videotapes.

FILED

AUG 6 1996

RECORDED BY

166292

2001

issue is:

- (a) *If only one class:* Total number of shares 600 no. par common
(If the authorized shares are to consist of one class only, state the par value of such shares or a statement that all of such shares are to be without par value.)

or

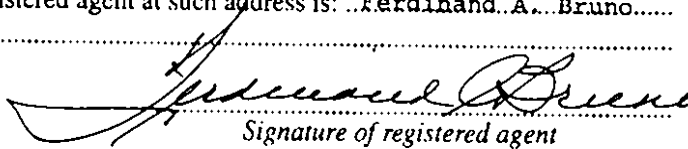
- (b) *If more than one class:* Total number of shares
(State (A) the number of shares of each class thereof that are to have a par value and the par value of each share of each such class, and/or (B) the number of such shares that are to be without par value, and (C) a statement of all or any of the designations and the powers, preferences and rights, including voting rights, and the qualifications, limitations or restrictions thereof, which are permitted by the provisions of title 7 of the General Laws in respect of any class or classes of stock of the corporation and the fixing of which by the articles of association is desired, and an express grant of such authority as it may then be desired to grant to the board of directors to fix by vote or votes any thereof that may be desired but which shall not be fixed by the articles.)

FIFTH: Provisions (if any) dealing with the preemptive right of shareholders pursuant to §7-1.1-24 of the General Laws, 1956, as amended: In the event that any stockholder, or the respective heirs, administrators, executors or assigns of any stockholder, or any person or persons to whom title of any stockholder in stock of this corporation may devolve or pass by assignment for the benefit of creditors, appointment of a Receiver, filing of a Petition in Bankruptcy, or any portion of his stock of this corporation, he shall, before offering the same for sale to any other party, give notice in writing, to the corporation of his desire to sell, and in such writing offer to sell the same to the corporation at the lowest price at which he is willing to sell said stock. Within twenty (20) days after the receipt of any such notice the Board of Directors shall elect whether to accept such offer. If the Board of Directors shall elect to purchase the shares so offered, the Secretary or Treasurer, or some other officer designated by the Board of Directors, shall forthwith and within said twenty (20) days deliver in person to such stockholder or mail by registered mail, postage prepaid, addressed to him at his usual post office address as stated in the books of the corporation, a notice in writing, signed by the Secretary or Treasurer, or such other officer of the election by the corporation to purchase such stock. Such notice shall state that such stockholder may receive the purchase price for such stock at the office of the corporation upon transfer to the corporation of the shares sold. If such notice of election to purchase shall not be given within the time above limited the stockholder shall be at liberty to sell his stock to any other party, provided that such sale is made within fifteen (15) days after the expiration of said twenty (20) days and at a price not less than the price at which it was offered to the corporation. The directors may in particular instances consent to any such proposed sale, but no such consent or waiver shall extend to other or subsequent instances.

SIXTH: Provisions (if any) for the regulation of the internal affairs of the corporation.

The Corporation shall indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative, including all appeals (other than an action, suit or proceeding by or in the right of the Corporation) by reason of the fact that he is or was a director, officer, or employee of the Corporation, or is or was serving at the request of the Corporation as a director, officer, or employee of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees) judgments, decrees, fines, penalties and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit, or proceeding if he acted in good faith in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, and with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he

SEVENTH: The address of the initial registered office of the corporation is
55 South Angell Street, Providence, RI 02906 (add Zip Code)
and the name of its initial registered agent at such address is: Ferdinand A. Bruno.....


Signature of registered agent

EIGHTH: The number of directors constituting the initial board of directors of the corporation is 0 and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

(If this is a close corporation pursuant to §7-1.1-51 of the General Laws, 1956, as amended, state the name (s) and address (es) of the officers of the corporation.)

Name	Address
Christian de Rezendes President, Secretary and Treasurer	409 North Main Street Slatersville, Rhode Island 02876
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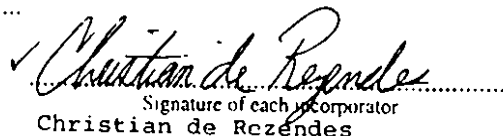
NINTH: The name and address of each incorporator is:

Name	Address
Christian de Rezendes	409 North Main Street Slatersville, Rhode Island 02876
.....
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.....

TENTH: Date when corporate existence to begin (not more than 30 days after filing filing of these articles of incorporation):


..... immediately

Dated August 6, 1996


Signature of each incorporator
Christian de Rezendes

STATE OF RHODE ISLAND } City } of Providence
COUNTY OF Providence } In the } Town }
in said County this 6th day of August, A.D. 1996
then personally appeared before me Christian de Rezendes

each and all known to me and known by me to be the parties executing the foregoing instrument,
and they severally acknowledged said instrument by them subscribed to be their free act and
deed.


Notary Public
Ferdinand A. Bruno
Notary Public — Rhode Island
My Commission expires June 14, 1997