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1200 MAY STREET  
TALLAHASSEE, FL 32301  
904-222-0393 FAX

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DIVISION OF CORPORATION



PRENTICE HALL  
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 856458 7105199

AUTHORIZATION : *Patricia Pizzato*

COST LIMIT : \$ 70.00

ORDER DATE : February 22, 1996

ORDER TIME : 3:42 PM

ORDER NO. : 856458

800001723638

CUSTOMER NO: 7105199

CUSTOMER: Mr. Scott Dingle  
MR. SCOTT DINGLE

Suite 6  
4101 N.w. 1st Avenue  
Boca Raton, FL 33431

DOMESTIC FILING

NAME: FAIREST CAPE PRODUCTIONS INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Carina L. Dunlap

EXAMINER'S INITIALS:

*SAB*  
*2/26/96*

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96 FEB 26 PM 4:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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96 FEB 26 PM 4:10

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
FAIREST CAPE PRODUCTIONS INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

FAIREST CAPE PRODUCTIONS INC.

The address of the principal office of this corporation shall be Suite 6, 4181 Northwest First Avenue, Boca Raton, Florida 33431, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having \$.01 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have two Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Mark Eglinton	Suite 6, 4181 Northwest First Avenue Boca Raton, Florida 33431
Jacqueline Radley	Suite 6, 4181 Northwest First Avenue Boca Raton, Florida 33431

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

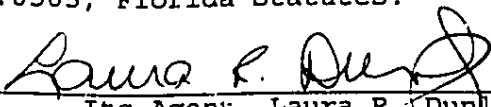
Corporate Agents, Inc.  
1201 Hays Street  
Tallahassee, Florida 32301

The undersigned incorporator has executed these Articles of Incorporation on February 23, 1996.

  
Its Agent, Laura R. Dunlap  
Incorporator

ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

By:   
Its Agent, Laura R. Dunlap  
Authorized Service Representative  
Corporation Service Company

CLD

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TALLAHASSEE, FLORIDA