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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. HEMISPHERE LICENSING INC.
 (Corporation Name) (Document #)
2. SAK APARTMENTS INC.
 (Corporation Name) (Document #)
3. _____
 (Corporation Name) (Document #)
4. _____
 (Corporation Name) (Document #)

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AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

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OTHER FILINGS	
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<input type="checkbox"/>	Fictitious Name
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REGISTRATION/ QUALIFICATION	
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<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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 DEPARTMENT OF CORPORATION

SAB
 4/12/96

Examiner's Initials

ARTICLES OF INCORPORATION
OF
HEMISPHERE LICENSING, INC.

FILED BY:

FIX, SPINDELMAN, BROVITZ, TURK, HIMELEIN & SHUKOFF, P.C.
Attorneys and Counsellors at Law
DON H. TWIETMEYER, ESQ., Of Counsel
1400 Crossroads Building
2 State Street
Rochester, New York 14614
Telephone: (716) 232-1660

ARTICLES OF INCORPORATION

OF

HEMISPHERE LICENSING, INC.

FILED

96 APR 12 PM 1:53

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

NAME

The name of the corporation is **HEMISPHERE LICENSING, INC.**

ARTICLE II

PRINCIPAL OFFICE

The principal office of the corporation shall be located in the County of Sarasota, State of Florida, and its mailing address shall be: c/o Aston Management, Inc., 6497 Parkland Drive, Suite A, Sarasota, Florida 34243.

ARTICLE III

SHARES

The aggregate number of shares of common stock which the corporation is authorized to issue is two hundred (200). Such shares shall be of a single class, and shall have a par value of One Dollar (\$1.00) per share.

ARTICLE IV

INITIAL REGISTERED AGENT AND STREET ADDRESS

The street address of the initial registered office of the corporation is 6497 Parkland Drive, Suite A, Sarasota, Florida 34243, and the name of its initial registered agent at such address, is Anthony R. Asfur.

ARTICLE V

INCORPORATOR

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

Incorporation is:

<u>Name</u>	<u>Address</u>
Anthony R. Asfur	c/o Tara Golf & Country Club 6902 Chickasaw Bayou Bradenton, Florida 34203

ARTICLE VI

PURPOSE OR PURPOSES

The general purposes for which the corporation is organized are:

A. To conduct the general business of promoting, licensing and distributing radio, television, video, stage, and other types of programs, entertainments, attractions, lectures, shows, performances, recordings, moving and still pictures, advertising, illustration, magazines, pamphlets, and all other forms of art, literature, music and dance.

B. To employ, contract with, manage, deal in, furnish, and otherwise to conduct business in and with, as principal and agent, artists, speakers, illustrators, printers, publishers, singers, musicians, composers, dancers, performers, animators, producers, attractions, and to lease, buy, sell, and operate, and otherwise deal in theatre halls, amusement places, fairgrounds, radio, television, video, motion picture, sound recording, digital recording, and all other kinds of studios, offices, and production facilities, wherever situate.

C. To conduct the business of dealing in every sort of electrical, radio, television, video, sound, camera, film, and other consumer goods related to the entertainment industry, including but not limited to the purchase, sale, mortgage, and other acquisition, use and disposition of patents, patent rights, inventions, trademarks, tradenames, copyrights, research, ideas, and systems.

D. To buy, sell, lease, grant, and exchange real property, improved and unimproved; to build, construct or alter buildings thereon; to purchase, manufacture, acquire, hold, own, pledge, lease, sell, assign, and transfer, and to invest, trade, deal in, and deal with the production, licensing and distribution of goods, wares, merchandise, and property of any kind and description; to acquire and pay for in cash, shares, or bonds of this corporation, or otherwise, the good will, rights, assets, and property, and to undertake or assume the whole or any part of the obligation or liabilities of any person, firm, association, or corporation engaged in the same or similar business; and to carry on any of the above business, or any similar business connected therewith wherever the same may be permitted by law, and to the

same extent as the laws of the State of Florida will permit.

E. To produce, manufacture, print, publish, record, press, process, distribute, sell, lease and deal, at wholesale and retail, in and with records, plastic discs, recording wire, tapes, and all devices for the mechanical recording and reproduction of voice, music, instruments, or any combination thereof; to acquire, print, illustrate, publish, sell, circulate, and distribute any and all materials used in connection with the above purposes including but not limited to music and musical compositions, narratives and voice recordings of all kinds, television programs and promotional products related thereto, motion pictures and videos; to secure, acquire, hold, own, use, and sell copyrights, patents, and other rights of a similar nature; to book, represent, and act as agent for performing artists, vocalists, orchestras or any combination thereof; to engage in and arrange for advertising in all forms and to engage in and undertake any and all lawful activities and businesses incidental and related to the above purposes.

F. To transact any other lawful business for which corporations may be incorporated under the Florida Business Corporation Act or 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 the foregoing business.

G. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE VII

DIRECTORS

The number of directors constituting the initial board of directors of the corporation is four (4). The name and address of each person who is to serve as a member of the initial board of directors is:

Anthony R. Asfur
c/o Tara Golf & Country Club
6902 Chickasaw Bayou
Bradenton, Florida 34203

Dale Sexton
10334 Palmbrooke Terrace
Bradenton, Florida 34202

Art Kraus
96 Martin Ross Avenue
Toronto, Ontario, Canada M3J2L4

Rachel Kraus
96 Martin Ross Avenue
Toronto, Ontario, Canada M3J2L4

ARTICLE VIII

SHAREHOLDERS MEETINGS

1. Notwithstanding the provisions of Florida Statutes Section 607.0702(1)(b), special meetings of shareholders may be called by the shareholders of not less than forty percent (40%) of all of the votes entitled to be cast on any issue proposed to be considered at the proposed special meeting; in accordance with the provisions of such section.

2. Notwithstanding the provisions of Florida Statutes Section 607.0725 and 607.0727, forty percent (40%) of the votes entitled to be cast on any matter before the shareholders constitutes a quorum for action on that matter.

3. Notwithstanding the provisions of Florida Statutes Section 607.0727(3), if a quorum is present, a majority vote of all shares represented at any meeting of shareholders and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE IX

ACTION BY SHAREHOLDERS WITHOUT A MEETING

Notwithstanding the provisions of Florida Statutes Section 607.0704, shareholders shall not be entitled to take any action without a meeting that involves dissolution of the corporation under Florida Statutes Section 607.1402(6), or amendment of these Articles of Incorporation under Florida Statutes Section 607.1003(6).

ARTICLE X

DIRECTORS MEETINGS

Notwithstanding the provisions of Florida Statutes Section 607.0820(3), meetings of the board of directors may be called by any director or by any officer of the corporation.

AS The undersigned incorporator has executed these Articles of Incorporation this day of April, 1996.



ANTHONY R. ASFUR

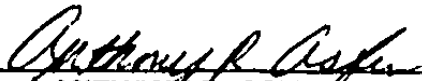
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: **HEMISPHERE LICENSING, INC.**
2. The name and address of the registered agent and office is:

ANTHONY R. ASFUR
c/o Aston Management, Inc.
6497 Parkland Drive, Suite A
Sarasota, Florida 34243

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



ANTHONY R. ASFUR



DATE

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96 APR 12 PM 1:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA FILING & SEARCH SERVICE

Requestor's Name
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Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

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(Corporation Name) (Document #)
- (Corporation Name) (Document #)
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TALLAHASSEE, FLORIDA
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DIVISION OF CORPORATION

N HENDRICKS FEB 14 1997

Examiner's Initials	
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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 14, 1997

FLORIDA FILING & SEARCH

TALLAHASSEE, FL

SUBJECT: HEMISPHERE LICENSING, INC.
Ref. Number: P96000032157

We have received your document for HEMISPHERE LICENSING, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6903.

Nancy Hendricks
Corporate Specialist

Letter Number: 197A00007991

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
HEMISPHERE LICENSING, INC.

FILED
97 FEB 16 PM 3:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006, Florida Statutes, this corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The following changes to the Articles of Incorporation are hereby made:

A. Article I shall be deleted in its entirety and the following shall be substituted therefor:

"ARTICLE I

NAME

The name of the corporation is **ASTON WORLDWIDE LICENSING, INC.**"

B. Article III shall be deleted in its entirety and the following shall be substituted therefor:

"ARTICLE III

SHARES

The aggregate number of shares of common stock which the corporation is authorized to issue is one million (1,000,000). Such shares shall be of a single class, and shall have a par value of One Cent (\$.01) per share."

C. Article VII shall be deleted in its entirety and the following substituted therefor:

"ARTICLE VII

DIRECTORS

The number of directors constituting the board of directors of the corporation is two (2). The name and address of each person who is to serve as a member of the board of directors is:

Anthony R. Asfur
c/o Tara Golf & Country Club
6902 Chickasaw Bayou
Bradenton, Florida 34203

Dale Sexton
10334 Palmbrooke Terrace
Bradenton, Florida 34202"

D. Article VIII shall be deleted in its entirety and the following shall be substituted therefor:

"ARTICLE VIII

SHAREHOLDERS MEETINGS

1. Notwithstanding the provisions of Florida Statutes Section 607.0702(1)(b), special meetings of shareholders may be called by the shareholders of not less than forty percent (40%) of all of the votes entitled to be cast on any issue proposed to be considered at the proposed special meeting; in accordance with the provisions of such section.

2. Notwithstanding the provisions of Florida Statutes Section 607.0725, forty percent (40%) of the votes entitled to be cast on any matter before the shareholders constitutes a quorum for action on that matter.

3. Notwithstanding the provisions of Florida Statutes Section 607.0725, if a quorum is present, a majority vote of all shares represented at any meeting of shareholders and entitled to vote on the subject matter shall be the act of the shareholders."

SECOND: Although this amendment provides for an increase in the number of authorized shares of common stock in the corporation from 200 shares to 1,000,000 shares, the original 200 shares that have been authorized have never been issued, so there will be no exchange, reclassification or cancellation of issued shares.

THIRD: The above amendments to the Articles of Incorporation were adopted on January 28, 1997.

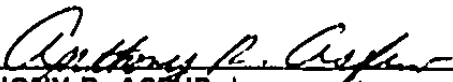
FOURTH: The above amendments to the Articles of Incorporation were adopted by the incorporator without shareholder action, and shareholder action was not required because no shares have been issued to date.

The undersigned incorporator has executed these Articles of Amendment to the Articles of Incorporation this 2nd day of February, 1997.


ANTHONY R. ASFUR

**UNANIMOUS WRITTEN CONSENT OF INCORPORATOR
OF HEMISPHERE LICENSING, INC.**

The undersigned, being the incorporator of **HEMISPHERE LICENSING, INC.**, which currently has no shareholders and directors, despite my intent to file Articles of Amendment to change the name of this corporation to Aston Worldwide Licensing, Inc., hereby consents to the filing of the Articles of Incorporation to form a Florida corporation to be known as Aston Worldwide Releasing, Inc., even though such corporation will have a similar name to that of this corporation once the Articles of Amendment have been filed with the Florida Department of State.



ANTHONY R. ASPUR, Incorporator