

Paralegal Associates

332 W. Boynton Beach Blvd. Suite 4
Boynton Beach, FL 33435
(407) 731-0092

April 24, 1996

P96000040767

FILED
MAY -6 PM 1:25
TALLAHASSEE, FLORIDA

Department of State
Corporate Records/
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

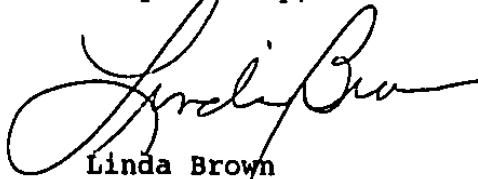
500001812035
-05/07/96--01156--007
*****70.00 *****70.00

Dear Secretary of State:

Enclosed find one original and a copy of the Articles of Corporation of: **CLEOPATRA EXOTICS, INC.**

Also find enclosed a check made payable to the Secretary of State in the amount of \$70.00 which includes the statutory filing fee. Your assistance in establishing the corporation to be known as: **CLEOPATRA EXOTICS, INC.** is appreciated.

Respectfully,



Linda Brown
332 W. Boynton Beach Blvd.
Suite 4
Boynton Beach, Florida 33435

5/13/96



ARTICLES OF INCORPORATION
OF
CLEOPATRA EXOTICS, INC.

The undersigned does hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE ONE

The name of the corporation is: **CLEOPATRA EXOTICS, INC.**
The principle address of the corporation is: 332 W. Boynton Beach Blvd., Suite 4, Boynton Beach, Florida 33435

ARTICLE TWO

This corporation shall commence its existence upon filing and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE THREE

The purpose for which the corporation is organized is the transaction of any or all lawful business for which corporations may be incorporated under the Florida Corporation Act.

ARTICLE FOUR

This corporation is authorized to issue Ten Million (10,000,000) Value Common Stock, which shall be designated as "Common Shares" with a par value of \$.001 per share.
All of said stock shall be payable in cash, property (real or personal) or labor or services in lieu thereof at a just valuation to be fixed by the Board of Directors.

ARTICLE FIVE

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

ARTICLE SIX

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the prices at which it is offered to others.

ARTICLE SEVEN

The street address and mailing address of the initial principal registered office is: 332 W. Boynton Beach Blvd., Suite 4, Boynton Beach, Florida 33435 and the name of its initial registered agent of this corporation is: Linda Brown.

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.


Linda Brown

ARTICLE EIGHT

This corporation shall have at least one director initially with the exact number of directors to be specified by the shareholders from time to time unless the shareholders shall by a majority vote, determine that the corporation be managed by the

shareholders. The names and addresses of the initial directors of this corporation is:

<u>Name</u>	<u>Mailing Address</u>
Mark Anthony	225 Park Avenue, Suite 211 New York, N.Y. 10169
Dominick Pope	225 Park Avenue, Suite 211 New York, N.Y. 10169

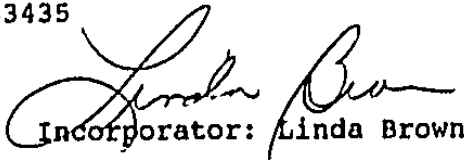
ARTICLE NINE

The Board of Directors is empowered to make, alter or repeal the Bylaws of the corporation without restriction of their powers conferred by statute.

ARTICLE TEN

The name and address of the incorporator for this corporation is:

Linda Brown
332 W. Boynton Beach Blvd.
Suite 4
Boynton Beach, Florida 33435


Incorporator: Linda Brown

ARTICLE ELEVEN

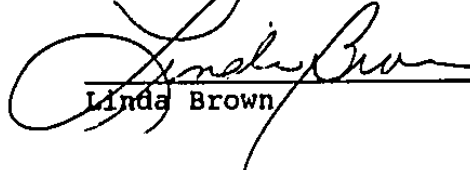
No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in, or are directors, or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact that he or such firm is so

interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation who is also a director or an officer of such corporation, or who it is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction with like force and effect as if he were not such director or officer of such other corporation, or not so interested.

ARTICLE TWELVE

The private property of the stockholders shall not be subject to the payment of the corporate debts to any extent whatsoever. The corporation shall have a first lien not the shares of its stockholders and upon the dividends due them for any indebtedness of such stockholders to the corporation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 24th day of April, 1996.


Linda Brown

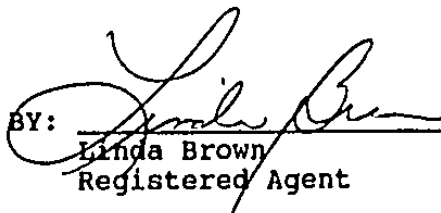
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091 of the Florida Statutes, the
following is submitted, in compliance with said act:

FIRST: that CLEOPATRA EXOTICS, INC., desiring to organize
under the laws of the State of Florida, with its principal office,
as indicated in the Articles of Incorporation, at City of Boynton
Beach, County of Palm Beach, State of Florida, has named Linda Brown
located at: 332 W. Boynton Beach Blvd, Suite 4, Boynton Beach,
Florida 33435, City of Boynton Beach, County of Palm Beach, State of
Florida, as its agent to accept service of process with the state.

ACKNOWLEDGMENT: MUST BE SIGNED BY DESIGNATED AGENT

Having been named to accept service of process for the above
corporation, at place designated in this certificate, I hereby
accept to act in this capacity, and agree to comply with the
provision of said Act relative to keeping open said office.

BY: 
Linda Brown
Registered Agent

P96000040767

FLORIDA DEPARTMENT OF STATE
Sandra B. Morthum
Secretary of State

June 2, 1997

CLEOPATRA EXOTICS, INC.
835 BENTWATER CR
201
NAPLES, FL 34108 US

SUBJECT: CLEOPATRA EXOTICS, INC.
Ref. Number: P96000040767

Debit Memo #: 8497-E

This is to inform you that check #91 in the amount of \$165.00 submitted with the annual report for CLEOPATRA EXOTICS, INC. has been returned by your bank because of NON-SUFFICIENT FUNDS.

We request you remit a cashier's check or money order, referencing the above named debit memo number, in the amount of \$180.00 made payable to the Department of State to cover the unpaid fees and service charge.

Section 607.1421 or 617.1421, Florida Statutes, requires at least 60 day notice of our intent to administratively dissolve or revoke your corporation for failure to file the annual report and pay the filing fee. Consider this your 60 day notice if the payment is not received, your corporation will be administratively dissolved or revoked on or after August 2, 1997 and a reinstatement fee of an additional \$585 will be imposed to reactivate the corporation.

Please send the replacement check to my attention at the address listed below.

If you have any questions concerning the filing of your document, please call (904) 487-6057.

Pat Bailey
Accountant I

Letter Number: 297A00029699

07/15/97

15:15

LAW OFFICES

001

P96000040767

7/15/97

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

2:33 PM

((H97000011515 8))

TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4000

FROM: GOLDENBERG & GOLDENBERG
CONTACT: SHERRY CREWES
PHONE: (954)523-2626

ACCT#: 076060003657

FAX #: (954)523-5306

NAME: CLEOPATRA EXOTICS, INC.
AUDIT NUMBER.....H97000011515
DOC TYPE.....BASIC AMENDMENT
CERT. OF STATUS...0
CERT. COPIES.....1

PAGES..... 2
DEL.METHOD... FAX
EST.CHARGE... \$87.50

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

RECEIVED
97 JUL 15 PM 3:43
DIVISION OF CORPORATIONS

FILED
97 JUL 15 PM 4:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dr
Name
Change
7-16-97

07/15/97

15:16

LAW OFFICES

882
FILED
97 JUL 15 PM 4:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FAX AUDIT NUMBER:H97000011515

ARTICLES OF AMENDMENT
TO ARTICLES OF INCORPORATION
OF
CLEOPATRA EXOTICS, INC.

1. Article ONE of the Articles of Incorporation of CLEOPATRA EXOTICS, INC., is amended to read as follows:

ARTICLE ONE

The name of the Corporations is STUDIO II PRODUCTIONS, INC.

2. The forgoing Amendment was adopted by a vote of a sufficient number of the Directors and Shareholders of this Corporations necessary for approval, on the 5th of June, 1997.

IN WITNESS WHEREOF, the undersigned President and Secretary of the Corporation, have executed these Articles of Amendment on the 5th day of June, 1997.

Attest:



Mark Anthony, Assistant Secretary



Dominick Pope, President

This Instrument Prepared By:
Stephen F. Goldenberg, Esquire
One Financial Plaza, Suite 2626
Fort Lauderdale, FL 33394
(954) 523-2626
F.B.N. 151293
FAX AUDIT NUMBER:H97000011515

07/15/97

15:17

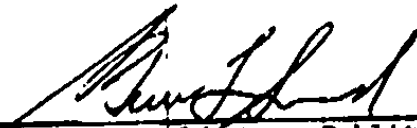
LAW OFFICES

003

FAX AUDIT NUMBER:H97000011515

STATE OF NEW YORK) SS:
COUNTY OF NEW YORK

ON June 5th, 1997, BEFORE ME, a Notary Public, in and for the State of New York, personally appeared, Dominick Pope and Mark Anthony, to me personally known and known to me to be the President and Assistant Secretary, respectively of CLEOPATRA EXOTICS, INC. who signed the foregoing Articles of Amendment, and acknowledge the execution thereof to be their free act and deed for the uses and purpose therein mentioned.


Signature of Notary Public

STEVEN L. SISKIND
Typed/Printed Name of Notary

STEVEN L. SISKIND
Notary Public, State of New York
No. 20-000000
Qualified in Nassau County
Commission Expires March 20, 1998

MP431

This Instrument Prepared By:
Stephen F. Goldenberg, Esquire
One Financial Plaza, Suite 2626
Fort Lauderdale, FL 33394
(954) 523-2626
F.B.N. 151293
FAX AUDIT NUMBER:H97000011515

P96000040767

000002250820--4
-07/29/97--01073--009
****180.00 ****180.00

July 28, 1997

REPLACEMENT FEE 1997

ANNUAL REPORT: CLEOPATRA EXOTICS,
INC.

DEBIT MEMO: # 8497-E

CHECK #: 91