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896000091727

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

- 1 Pms Entertainment Corp.
(Corporation Name) _____ (Document #) _____
- 2 _____
(Corporation Name) _____ (Document #) _____
- 3 _____
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- 4 _____
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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

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
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REGISTRATION/QUALIFICATION	
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ARTICLES OF INCORPORATION 95 NOV -7 PM 3: 52

OF

PMS ENTERTAINMENT CORP.

The undersigned incorporator, for the purpose of forming a corporation (hereinafter referred to as the "Corporation") under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation.

Article I: The name of the corporation shall be PMS ENTERTAINMENT CORP.

Article II: The principal place of business and mailing address of this corporation shall be 3300 N.E. 192nd. Street, Suite 1809, Adventura, Florida 33180

Article III: The number of shares of stock that the corporation is authorized to have outstanding at any one time is 200, all of which are without par value and classified as Common shares.

Article IV: The name and address of the initial registered agent is Perry Cohen, 3300 N.E. 192nd., Street, Suite 1809, Adventura, Florida 33180

The written acceptance of the initial registered agent, as required by the provisions of Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is made a part of hereof.

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

<u>NAME</u>	<u>ADDRESS</u>
Theresa Festa	Empire State Building 350 Fifth Avenue - Ste. 6017 New York, New York 10018-6099

Article VI: The period of duration of the corporation is perpetual.

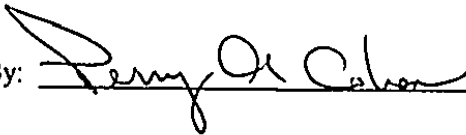
Article VII: The corporation shall, to the fullest extent legally permissible under the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, shall indemnify and hold harmless any and all persons whom it shall have power to

indemnify under said provisions from and against any and all liabilities (including expenses) imposed upon or reasonably incurred by him in connection with any action, suit or other proceeding in which he may be involved or with which he may be threatened, or other matters referred to in or covered by said provisions both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director or officer of the corporation. Such indemnification provided shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, Agreement or Resolution adopted by the shareholders entitled to vote thereon after notice.

The undersigned incorporator has executed these Articles of Incorporation this 4th day of November, 1996.


Theresa Festa, Incorporator

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in these Articles of Incorporation, 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.

By: 

Date: 11/5/96

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TO: DIVISION OF CORPORATIONS
FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

FAX #: (904)922-4000
ACCT#: 072450003255
FAX #: (305)541-3770

NAME: PMS ENTERTAINMENT CORP.
AUDIT NUMBER.....H96000017238
DOC TYPE.....BASIC AMENDMENT
CERT. OF STATUS..0
CERT. COPIES.....0

PAGES..... 3
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TALLAHASSEE, FLORIDA

10:34:13 6-338-0
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FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

December 9, 1996

FMS ENTERTAINMENT CORP.
3300 N.E. 192ND STREET, SUITE 1809
ADVENTURA, FL 33180

SUBJECT: FMS ENTERTAINMENT CORP.
REF: P96000091727

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The fax audit number listed on the fax cover sheet (H96-17238) is different than the number listed on the document (H96-17138). Please correct the filing.

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If you have any questions concerning the filing of your document, please call (904) 487-6908.

Steven Harris
Corporate Specialist

FAX Aud. #: H96000017238
Letter Number: 896A00035029

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
PMS ENTERTAINMENT CORP.
(present name)

H96000017238

P96000091797

Pursuant to the provisions of section 607.1006, Florida Statutes, the undersigned corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted:

Article I: The name of the corporation shall be PMS Unlimited, Inc.

Article II: The principal place of business and mailing address of this corporation shall be 13045 Southwest 87th Avenue, Miami, Florida, 33156.

Article III: The name and address of the registered agent is Perry Alan Cohen and his address is: 13045 Southwest 87th Avenue, Miami, Florida, 33156.

Acceptance of Registered Agent

Having been named as registered agent and to accept service of process for the above stated corporation, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

By: [Signature]
Perry Alan Cohen, Registered Agent

Date: 12/6/96

SECOND: The date of each amendment's adoption: 12/06/96

THIRD: Adoption of Amendment(s) (check one)

The amendment(s) was/were adopted by the incorporators or board of directors without shareholder action and shareholder action was not required.

The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.

The amendment(s) was/were approved by the shareholders through voting groups.

Nancy Terminello, Esq. (305) 445-1101
3700 SW 37th Ave. FDN. 897744
Miami, FL 33133

H96000017238

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(The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s).)

The number of votes cast for the amendment(s) was/were sufficient for approval by _____ (voting group)

Signed this 6 day of December, 1996.

PMS UNLIMITED, INC.
Corporation Name

By [Signature] President

Perry Alan Cohen, President/Director
(Chairman or Vice Chairman of the Board of Directors,
President or other officer if adopted by the
shareholders)

(A director or incorporator if adopted by the
directors or incorporators)

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TALLAHASSEE, FLORIDA

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