

1201 HAYS STREET
TALLAHASSEE, FL 32301-2607
904-222-9171
904-222-0393 FAX

800-342-8086



networks

P97000000470

ACCOUNT NO. : 072100000032

REFERENCE : 206657 4303929

AUTHORIZATION :

COST LIMIT : \$ 122.50

Patricia P.

ORDER DATE : December 31, 1996

ORDER TIME : 12:01 PM

ORDER NO. : 206657-005

CUSTOMER NO: 4303929

CUSTOMER: J. Marinello, Esq
GREENBERG TRAUIG HOFFMAN
LIPOFF ROSEN & QUENTEL, P. A.
22nd Floor
1221 Brickell Avenue
Miami, FL 33131-3238

FILED
96 DEC 31 PM 1:14
TALLAHASSEE, FLORIDA

DOMESTIC FILING

200002042562--3

NAME: MAGICSPACE CORPORATION

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kathy Drake

EXAMINER'S INITIALS:

RECEIVED
96 DEC 31 AM 1:15
DIVISION OF CORPORATION
DRC 1/2/97
WAG 12/31/96



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 31, 1996

CSC NETWORKS
1201 HAYS ST
TALLAHASSEE, FL 32301-2607

SUBJECT: MAGICSPACE CORPORATION
Ref. Number: W96000027350

RESUBMIT

Please give original
submission date as file date.

We have received your document for MAGICSPACE CORPORATION and the authorization to debit your account in the amount of \$122.50. However, the document has not been filed and is being returned for the following:

The document is illegible and not acceptable for microfilming.

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) 487-6915.

Pamela Hall
Document Specialist

Letter Number: 596A00057924

RECEIVED
JAN 2 1997
TALLAHASSEE, FL

ARTICLES OF INCORPORATION
OF
MAGICSPACE CORPORATION

FILED
96 DEC 31 PM 1:14
SEC. STATE
TALLAH. FLORIDA

ARTICLE I

The name of the corporation is MAGICSPACE CORPORATION (the "Corporation").

ARTICLE II

The address of the principal office and the mailing address of the Corporation is 930 Washington Avenue, 5th Floor, Miami Beach, Florida 33139.

ARTICLE III

This Corporation shall have authority to issue One Thousand (1,000) shares of Common Stock having a par value of \$0.01 per share.

ARTICLE IV

The Corporation shall hold a special meeting of shareholders only:

- (1) On call of the Board of Directors or persons authorized to do so by the Corporation's Bylaws; or
- (2) If the holders of not less than 50 percent of all votes entitled to be cast on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

ARTICLE V

The street address of the Corporation's initial registered office is 1201 Hays Street, City of Tallahassee, County of Leon, State of Florida 32301 and the name of its initial registered agent at such office is Corporation Service Company.

ARTICLE VI

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws.

ARTICLE VII

The name of the Incorporator is Joseph A. Marinello and the address of the Incorporator is 1221 Brickell Avenue, Miami, Florida 33131.

ARTICLE VIII

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 29th day of December, 1996.

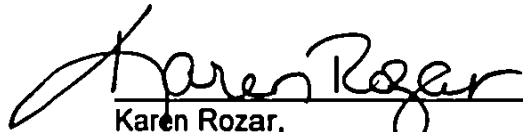


Joseph A. Marinello, Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of MAGICSPACE CORPORATION hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §607.0505.

CORPORATION SERVICE COMPANY



Karen Rozar,
as Agent for the Registered Agent

Dated: December ____, 1996