

1201 HAYS STREET
TALLAHASSEE, FL 32301

800-342-8086

P9500035251



ACCOUNT NO. : 072100000032

REFERENCE : 590419 80382A

AUTHORIZATION : *Patricia Pizito*

COST LIMIT : \$ 70.00

ORDER DATE : May 3, 1995

ORDER TIME : 11:36 AM

700001476387

ORDER NO. : 590419

CUSTOMER NO: 80382A

CUSTOMER: Jon A. Hinden, Esq
GOODMAN WEBBER & HINDEN

Post Office Box 8549

Pembroke Pines, FL 33084-0549

DOMESTIC FILING

NAME: ACCESS ENTERTAINMENT, INC.

ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jennifer Moran

EXAMINER'S INITIALS:

T. BROWN

MAY - 5 1995

RECEIVED
95 MAY -4 PM 2:28
DIVISION OF CORPORATION
FILED
95 MAY -4 AM 10:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
ACCESS ENTERTAINMENT, INC.

FILED
95 MAY -4 AM 10:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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:

ACCESS ENTERTAINMENT, INC.

The address of the principal office of this corporation shall be 1027 Nassau Street, Delray Beach, Florida 33483, 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 \$1.00 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. OFFICERS AND DIRECTORS

This corporation shall have one officer and one director, initially. The name and street address of the initial officer and director who shall hold office for the first year of the corporation, or until his successor is elected or appointed is:

Stephen R. Groth	1027 Nassau Street
Dir./Pres./Sec./Treas.	Delray Beach, Florida 33483

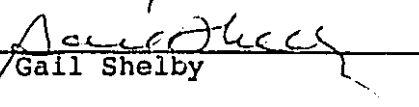
ARTICLE VII. INCORPORATOR

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

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of
Corporation Service Company, has hereunto set their hand
and seal of Corporation Service Company, on May 4, 1995.


CORPORATION SERVICE COMPANY

By: 
Its Agent, Gail Shelby

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Florida corporation
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.

CORPORATION SERVICE COMPANY

By: 
Its Agent, Gail Shelby

LRD/jlm

P95000035251

GOODMAN, WEBBER AND HINDEN

A PROFESSIONAL ASSOCIATION

ATTORNEYS AT LAW

6200 STIRLING ROAD

DAVIE, FLORIDA 33314

MAILING ADDRESS

POST OFFICE BOX 8549

PEMBROKE PINES, FLORIDA 33084 0549

BARRY S. WEBBER
JON A. HINDEN
SALVATORE PARENTE

DAVID E. GOODMAN
(1935-1992)

TELEPHONE (305) 961-3080
MIAMI 624-3676
BROWARD TELECOPIER 966-4284
MIAMI TELECOPIER 624-3677

August 8, 1995

Florida Department of State
Division of Corporations
P O Box 6327
Tallahassee, FL 32314

700001559077
-08/14/95--01011--010
*****35.00 *****35.00

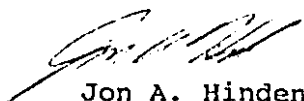
RE: Access Entertainment, Inc.
Corporate Number: P95000035251
Our File No: D-5067

Dear Sir or Madam:

Enclosed please find a Statement of Change of Registered Office and Registered Agent form and our law firm check in the amount of thirty-five dollars (\$35.00) payable to the Department of State.

Please do not hesitate to contact me if you have any questions regarding this correspondence.

Very truly yours,



Jon A. Hinden

JAH/slr

Change of Rt

SH 8/15

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 AUG 11 PM 2:48

Date Filed May 4, 1995

Charter No: P95000035251

STATEMENT OF CHANGE OF REGISTERED OFFICE AND REGISTERED AGENT

Pursuant to the provisions of Sections 607.0501 and 607.0502, or 607.1508, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement for the purpose of changing its registered office and registered agent in the State of Florida.

1. The name of the corporation is: ACCESS ENTERTAINMENT, INC

2. The name and address of its present registered agent is:

CORPORATION INFORMATION SERVICES, INC.
1201 Hays Street
Tallahassee, Florida 32301

3. The name and street address to which its registered agent is to be changed is:
(P.O. BOX NOT ACCEPTABLE)

JON A. HINDEN, Esq.

6200 Stirling Rd.

Davie, FL 33314

4. The street address of its registered office and the street address of the business office of its registered agent, as changed, are identical.

5. Such change was authorized by resolution duly adopted by its board of directors or by an officer of the corporation so authorized by the board of directors.

Stephen R. Groth, President

(Typed or printed name and title)

Signature *Stephen R. Groth*

(President or Vice President)

Date 6/5/95

FILED
STATE
DIVISION OF CORPORATIONS
JUN 11 11 21 AM '95

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 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 UNDER SECTION 607.0505, FLORIDA STATUTES.

Please Print/Type Name Jon A. Hinden

Signature *Jon A. Hinden*
Agent:

Date _____

