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May 5, 1997

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

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-05/12/97--01031--005
*****70.00 *****70.00

Re: Incorporation of A.J.F. Production, Inc.

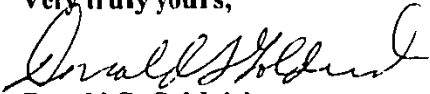
Dear Secretary of State:

Enclosed find one original and a copy of the Articles of Incorporation of my client A.J.F. Production, Inc.

Also find enclosed a check payable to the Secretary of State in the amount of \$70.00 which represents the statutory filing fee.

Your assistance in establishing this corporation is appreciated.

Very truly yours,


Donald S. Goldrich

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAY 12 PM 1:33

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ARTICLES OF INCORPORATION

OF

A.J.F. PRODUCTION, INC.

ARTICLE ONE

The name of the corporation is A.J.F. PRODUCTION, INC.

The principal address of the corporation is: 12115 N.W. 10th Manor, Coral Springs, Florida 33071.

ARTICLE TWO

The period of its duration is perpetual.

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

The aggregate number of shares which the corporation shall have authority to issue is two hundred (200) of no par value.

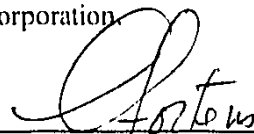
ARTICLE FIVE

The corporation will not commence business until it has received for the issuance of shares consideration of the value of \$1,000.00 consisting of money, labor done or property actually received.

ARTICLE SIX

The street address of its initial registered office is 12115 N.W. 10th Manor, Coral Springs, Florida 33071, and the name of its initial registered agent at such address is AMBROISE J. FORTE.

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


AMBROISE J. FORTE

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAY 12 PM 1:33

ARTICLE SEVEN

The number of directors constituting the initial board of directors is one (1), and the name and address of the person or persons who are to serve as directors until the first annual meeting of the shareholders or until their successors are elected and qualified are:

Name	Mailing Address
AMBROISE J. FORTE	12115 N.W. 10th Manor, Coral Springs, Fl 33071

ARTICLE EIGHT


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 NINE

The name and address of each incorporator is:

Name	Mailing Address
AMBROISE J. FORTE	12115 N.W. 10th Manor, Coral Springs, Florida 33071

(signed)



Incorporator-AMBROISE J. FORTE

ARTICLE TEN

The powers of the incorporators cease upon filing the Articles of Incorporation.

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NIEVES, MELON,
TAX & ACCOUNTING SERVICES, INC.
439 W. VINE ST.
KISSIMMEE, FL 34741

'97 MAY 12 PM 1:34

FLORIDA DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

Date 5/6/97

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

800002174638--5
-05/12/97--01060--002
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Gentlemen:

Enclosed you will find the articles of
incorporation for USA CULTURE INC.
along with a check for \$ 70.00 for filing,
certified copy, and registered agent designation fees.

Please send acknowledgement to:

NIEVES, MELON,
TAX & ACCOUNTING SERVICES, INC.
439 W. VINE ST.
KISSIMMEE, FL 34741

QAL 5-15-97

ARTICLES OF INCORPORATION
OF
USA CULTURE INC.

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97 MAY 12 PM 1:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator makes, acknowledges, and files with the Department of State of the State of Florida, these Articles of Incorporation for the purpose of forming a corporation for profit under the laws of the State of Florida.

ARTICLE I
Name and Address

The name of this corporation shall be USA CULTURE INC., and its principal place of business shall be 615 DORY LANE, APT. 102, ALTAMONTE SPRINGS, FL 32714; but it may establish branch offices at any other points deemed advisable by its board of directors within the State of Florida.

ARTICLE II
Term of Existence

This corporation shall have a perpetual existence.

ARTICLE III
Nature of Business

The purpose or purposes for which the corporation is organized is to engage or transact in any and all lawful activities or business and to do everything necessary, proper, advisable, or convenient for the accomplishment of said purposes, and to do all other things incidental to them or connected with them that are not forbidden by the Florida corporation laws or by any other law, or by these Articles of Incorporation, and to carry out the said purposes in any state, territory, district, or possession of the United States, or in any foreign country, to the extent that these purposes are not forbidden by the law of the State, territory, district, or possession of the United States, or by the foreign country.

ARTICLE IV
Capital Structure

The maximum number of shares of stock that this corporation is authorized to have at any one time is FIVE HUNDRED (500) shares of common stock, having a par value of \$1.00 per share.

ARTICLE V
Initial Registered Agent and Registered Office

The initial registered agent of this corporation shall be RAFAEL O. PEREZ. The street address of the initial registered office of this corporation is 615 DORY LANE, APT. 102, ALTAMONTE SPRINGS, FL., 32714.

ARTICLE VI
Board of Directors

There shall be a Board of Directors for this corporation which shall consist of not less than one (1), except for the number constituting the initial Board of Directors, the number of directors shall be decided by resolution of the shareholders.

ARTICLE VII
Initial Board of Directors

The names and street address of the members of the initial Board of Directors of this corporation, who, subject to these Articles of Incorporation and the laws of the State of Florida, shall hold office until the first annual meeting of the shareholders or until their successors are elected and qualified, or until their resignations, removal from office or deaths:

Name

Address

RAFAEL O. PEREZ

615 DORY LANE, APT. 102

ALTAMONTE SPRINGS, FL 32714

ARTICLE VIII
Incorporator

The name and street address of the incorporator is:

Name

Address

RAFAEL O. PEREZ

615 DORY LANE, APT. 102

ALTAMONTE SPRINGS, FL 32714

ARTICLE IX
Bylaws

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors or the shareholders.

ARTICLE X
Amendment of Articles of Incorporation

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, propose by them to the stockholders and approved at a stockholders meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

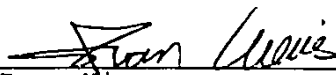
IN WITNESS WHEREOF, the incorporator executed these Articles of Incorporation this 6th day of MAY, 1997.

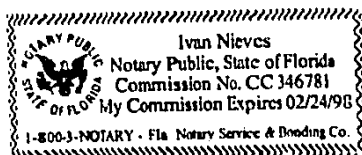

RAFAEL O. PEREZ

STATE OF FLORIDA
COUNTY OF ORANGE

Before me personally appeared RAFAEL O. PEREZ
to me well known and known to me to be the individual described in
and who executed the above foregoing, Articles of Incorporation and
acknowledged before me that the above individual executed the same
for the purposes therein expressed.

WITNESS my hand and official seal in the county and state
named above this 6th day of MAY, 1997.


Ivan Nieves
Notary Public, State of Florida



My commission expires:

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

In compliance with the Florida Business Corporation Act, the
following is submitted:

That USA CULTURE INC., desiring to organize or qualify under
the laws of the State of Florida, with its principal place of
business at City of Orlando, State of Florida, has named RAFAEL O.
PEREZ, located at 615 DORY LANE, APT. 102, ALTAMONTE SPRINGS, FL.
32714; as its agent to accept service of process within Florida.

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.



RAFAEL O. PEREZ

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NOTARY STATE
TALLAHASSEE, FLORIDA