

ACCOUNT NO. : 07210000032

REFERENCE : 538497 7201363

COST LIMIT :

ORDER DATE : January 4, 2000

ORDER TIME : 1:57 PM

ORDER NO. : 538497-005

CUSTOMER NO: 7201363

900003091119--3

CUSTOMER: Mr. Anthony M. Schiano

MR. ANTHONY M. SCHIANO MR. ANTHONY M. SCHIANO 1440 Coral Springs Drive

#310

Pompano Beach, FL 33071

DOMESTIC FILING

NAME: MAT ENTERTAINMENT, INC.

EFFECTIVE DATE:

XX 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: Jeanine Reynolds

2545 EXAMINER'S INITIALS:

W00-550



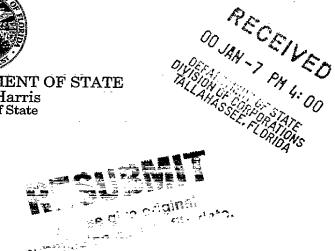
FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State

January 7, 2000

CSC NETWORKS 1201 HAYS STREET TALLAHASSEE, FL 32301

SUBJECT: MAT ENTERTAINMENT, INC.

Ref. Number: W0000000550



We have received your document for MAT ENTERTAINMENT, INC. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with a notarized affidavit stating that they have no intention of reinstating, therefore, releasing the name for use to another entity.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of 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 (850) 487-6973.

Claretha Golden Document Specialist

Letter Number: 400A00000886

on INN -6 PM 4: 13

00 JAN -6 PM 4: 13

ARTICLES OF INCORPORATION

OF

MAT ENTERTAINMENT OF BROWARD COUNTY, INC.

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:

MAT ENTERTAINMENT OF BROWARD COUNTY, INC.

The address of the principal office of this corporation
shall be 1440 Coral Ridge Drive #310, Coral Springs, Florida
33071 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 1,500 shares of common stock having no 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. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have two Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Anthony Schiano Dir.

1440 Coral Ridge Drive #310, Coral Springs, Florida 33071

Mitchell Klein Dir.

4800 Northwest 8-95th Drive, Coral Springs, Florida 33076

FILED ECRETARY OF STATE DIVISION OF CORPORATIONS

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ARTICLE VII. INCORPORATOR

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

> The Company Corporation 1013 Centre Road Wilmington, Delaware 19805

The undersigned incorporator has executed these Articles of Incorporation on January 6, 2000.

> Dunlap Its Agent, Laura R. Incorporator

ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized 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.

Its Agent, Laura R. Dunlap

Authorized Service Representative

Corporation Service Company

jkg