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THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

00 FEB 22 AM 9: 01

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

REFERENCE : 596889 126224A

AUTHORIZATION :

Pamela Igute

COST LIMIT : \$ 70.00

ORDER DATE : February 22, 2000

ORDER TIME : 3:08 PM

ORDER NO. : 596889-005

CUSTOMER NO: 126224A

CUSTOMER: Allan M. Glaser, Esq
ALLAN M. GLASER, P.A.
ALLAN M. GLASER, P.A.
Suite 807
11900 Biscayne Boulevard
Miami, FL 33181

DOMESTIC FILING

NAME: TWO BEACHES PRODUCTIONS, INC.

EFFECTIVE DATE:

600003143736--5

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Erika Carlson

EXAMINER'S INITIALS:

PH 2/23/2000

RECEIVED
00 FEB 22 PM 4: 38
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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00 FEB 22 AM 9:01

ARTICLES OF INCORPORATION
OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TWO BEACHES PRODUCTIONS, 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:

TWO BEACHES PRODUCTIONS, INC.

The address of the principal office of this corporation shall be 601 Ocean Boulevard, Golden Beach, Florida 33160, 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 11900 Biscayne Boulevard, Suite 807, Miami, Florida 33181, and the name of the initial registered agent of the corporation at that address is Allan Glaser.

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:

| | |
|------------------------|--|
| Carolyn Travis Dir. | 601 Ocean Boulevard Golden Beach, Florida 33160 |
| Paige Morrow Dir. | 601 Ocean Boulevard Golden Beach, Florida 33160 |

ARTICLE VII. PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights.

ARTICLE VIII. SPECIAL PROVISION

This corporation shall be organized to comply with the provisions of Subchapter S of the Internal Revenue code, 26 U.S.C. 1361 et. seq., and shall take all actions necessary to obtain and maintain its status as an S corporation as defined therein.

ARTICLE IX. 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 FEBRUARY 22, 2000.

CORPORATION SERVICE COMPANY

By: 

Its Agent, Brian Courtney

CLD/ebc

FILED
00 FEB 22 AM 9:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF REGISTERED AGENT
DESIGNATED IN THE ARTICLES OF INCORPORATION

Allan Glaser, an individual residing in this state, having a business office identical with the registered office of the corporation named below, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation of:

TWO BEACHES PRODUCTIONS, INC.

Allan Glaser is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

By: *Allan Glaser*

Typed Name: *Allan Glaser*