

P00000033656



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 646390 7167535

AUTHORIZATION : *Patricia Pigatto*

COST LIMIT : \$ 70

ORDER DATE : March 31, 2000

ORDER TIME : 3:24 PM

ORDER NO. : 646390-005

200003192622--1

CUSTOMER NO: 7167535

CUSTOMER: Mr. Scott Hoffman
RODRIGUEZ & ANGELO
RODRIGUEZ & ANGELO
Suite 4000, Riverwalk Plaza
333 North New River Drive East
Fort Lauderdale, FL 33301

DOMESTIC FILING

NAME: POPE ENTERTAINMENT GROUP,
INC.

EFFECTIVE DATE:

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: Christine Lillich

EXAMINER'S INITIALS:

FILED
CLERK OF STATE
JANUARY OF CORPORATIONS
00 MAR 31 PM 5:21

RECEIVED
00 MAR 31 PM 4:45
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

POPE ENTERTAINMENT GROUP, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

00 MAR 31 PM 5:21

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 (hereinafter referred to as "Corporation") shall be:

POPE ENTERTAINMENT GROUP, INC.

The address of the principal office of this Corporation in the state of Florida shall be 3015 North Ocean Blvd. No. 112, Fort Lauderdale, Florida 33308 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 10,000 shares of common stock having \$0.01 par value per share.

ARTICLE IV. PREEMPTIVE RIGHTS

This Corporation elects to grant preemptive rights to the initial shareholder(s).

ARTICLE V. 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 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.

The number of directors constituting the initial Board of Directors of the Corporation is one

which may be increased by the bylaws.

The name and address of the member of the initial Board of Directors of the Corporation is as follows:

Paul David Pope
3015 North Ocean Blvd. No. 112
Fort Lauderdale, Florida 33308

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator is:

Paul David Pope
3015 North Ocean Blvd. No. 112
Fort Lauderdale, Florida 33308

Paul David Pope,
Incorporator

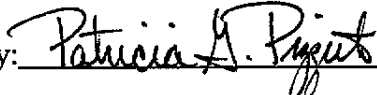
By: 
Paul David Pope

Signed on March 30, 2000.

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

CORPORATION SERVICE COMPANY

By:  Date: 3/31/2000

(Printed Name) Patricia G. Pizzuto
(Printed Title) Its Agent

FILED
STATE
SECRETARY OF
CORPORATIONS
00 MAR 31 PM 5:21