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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1.) Little River Studios, Inc.
(CORPORATE NAME & DOCUMENT #)

2.)
(CORPORATE NAME & DOCUMENT #)

3.)
(CORPORATE NAME & DOCUMENT #)

4.)
(CORPORATE NAME & DOCUMENT #)

5.)
(CORPORATE NAME & DOCUMENT #)

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T. SMITH APR 20 2000

ARTICLES OF INCORPORATION

OF

LITTLE RIVER STUDIOS, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

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ARTICLE I. NAME

The name of the corporation shall be:

LITTLE RIVER STUDIOS, INC.

The principal place of business of this corporation shall be at 500 15TH STREET #1, Miami Beach Fl. 33139.

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, including but not limited to real estate sales, brokerage, financing, purchasing and owning.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 shares of common stock having no par value per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 555 NE 15TH STREET #100, Miami, Florida 33132, and the name of the initial registered agent of the corporation at that address is LOUIS D. ZARETSKY.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. OFFICERS AND DIRECTORS

This corporation shall have 1 officer(s) and 1 director(s), initially. The name and street address of the initial officer(s) and director(s) who shall hold office for the first year of the corporation, or until their successors are elected or appointed is:


MALLORY KAUDERER, D, P, S, T
500 15TH STREET #1
Miami Beach, Fl. 33139

ARTICLE VII. INCORPORATOR

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

LOUIS D. ZARETSKY
555 NE 15TH STREET, #100, Miami, Fl. 33132

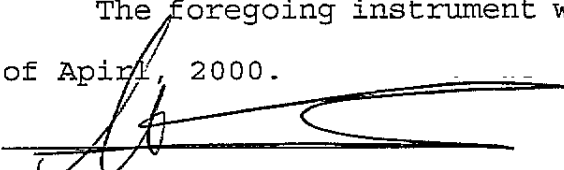
IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 14th day of April, 2000.

By: 
LOUIS ZARETSKY

STATE OF FLORIDA)

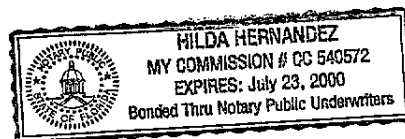
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 14th day of April, 2000.



Notary Public, State of Florida at Large

My Commission Expires:



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

In pursuance of Chapter 48,091, Florida Statutes, the following is submitted, in compliance with said Act:

LITTLE RIVER STUDIOS, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at City of Miami, County of Dade, State of Florida, has named LOUIS D. ZARETSKY located at 555 NE 15TH STREET, #100, Miami, Florida as its agent to accept service of process within this State.



INCORPORATOR

ACKNOWLEDGEMENT BY DESIGNATED AGENT

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.



LOUIS D. ZARETSKY

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