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REFERENCE : 672523 10278A

AUTHORIZATION : *Patricia Pijoto*

COST LIMIT : \$ 78.75

ORDER DATE : April 24, 2000

ORDER TIME : 10:53 AM

ORDER NO. : 672523-005

CUSTOMER NO: 10278A

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CUSTOMER: James H. Sweeny, Esq  
JAMES H. SWEENEY, III, ESQ  
JAMES H. SWEENEY, III, ESQ  
Suite 1050  
44 West Flagler Street  
Miami, FL 33130

DOMESTIC FILING

NAME: SARA BOO PRODUCTIONS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Darlene Ward

EXAMINER'S INITIALS:

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 APR 24 PM 4:03

RECEIVED  
00 APR 24 PM 12:13  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

SARA BOO PRODUCTIONS, INC.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

00 APR 24 PM 4: 03

In compliance with F.S. Chapter 607, the undersigned being a natural person competent to contract, hereby acts as incorporator in adopting and filing the following articles of incorporation for the purpose of organizing business corporation.

ARTICLE I.

The name of this corporation shall is SARA BOO PRODUCTIONS, INC.

ARTICLE II.

The maximum number of shares of stock that this corporation is authorized to issue and have outstanding at any one time shall be one thousand (1,000) shares of common stock having a par value of One (\$1.00) Dollar per share. All common shares shall be Identical with each other in every respect and the holders of common shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE III.

The existence of this corporation shall begin on the date of filing of these articles and shall have perpetual existence.

ARTICLE IV.

The Registered Agent and the street address of the initial Registered Office of this corporation in the State of Florida shall be:

ANTHONY SON  
131 E. ENID DRIVE  
KEY BISCAINE, FL 33149

ARTICLE V.

This corporation shall have one (1) Director initially. The number of directors may be increased from time to time, by By-Laws adopted by the stockholders, but shall never be less than one (1).

ARTICLE VI.

The name and address of the initial director of this corporation is:

ANTHONY SON  
131 E. ENID DRIVE  
KEY BISCAINE, FL 33149

The person named as initial director shall hold office for the first year of existence of this corporation, or until his successor is elected or appointed and has qualified, whichever occurs first.

ARTICLE VII.

The name of the person signing these Articles of Incorporation as the incorporator is ANTHONY SON, and his street address is:

131 E. ENID DRIVE  
KEY BISCAYNE, FL 33149

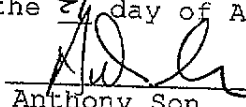
ARTICLE VIII.

The street address of the principal office of the corporation is 131 E. Enid Drive, Key Biscayne, FL 33149

ARTICLE IX

No contract between this corporation and another corporation or another individual shall be invalidated by reason of the fact that one or more of the officers or directors of this corporation are officers or directors of the said other corporation, or by reason of the fact that one or more of the officers or directors of this corporation may be the other individual or individuals contracting with this corporation.

IN WITNESS WHEREOF, the undersigned, as the sole incorporator, has executed Articles of Incorporation as of the 21 day of April, 2000.

  
Anthony Son

STATE OF FLORIDA                     )

COUNTY OF MIAMI-DADE             )

BEFORE ME a Notary Public authorized to take acknowledgments in the State of Florida, personally appeared Anthony Son, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and who acknowledged before me that he executed to these Articles of Incorporation.

IN WITNESS my hand and official seal at Miami, Florida this 21 day of April, 2000.

  
NOTARY PUBLIC, STATE OF FLORIDA  
AT LARGE

My commission expires:



James H. Sweeny, III  
MY COMMISSION # CC852139 EXPIRES  
August 19, 2003  
BONDED THRU TROY FAIN INSURANCE, INC.


CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE

UNDER THE PROVISIONS OF F.S. 607.0501, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the corporation is: Sara Boo Productions, Inc.
2. The name and address of the registered agent and office is:

Anthony Son  
131 E. Enid Drive  
Key Biscayne, FL 33149

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in this certificate, I 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.

  
\_\_\_\_\_  
Anthony Son  
April 2/2000

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 APR 24 PM 4:03