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THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 700357 4311639

AUTHORIZATION :

*Patricia Pujols*

COST LIMIT : \$ 78.75

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 MAY 17 PM 3:50

ORDER DATE : May 17, 2000

ORDER TIME : 1:13 PM

ORDER NO. : 700357-005

800003256108--8

CUSTOMER NO: 4311639

CUSTOMER: Rosa Wong, Legal Asst  
AKERMAN SENTERFITT & EIDSON  
AKERMAN SENTERFITT & EIDSON  
One Southeast Third Avenue  
28th Floor  
Miami, FL 33131-1714

DOMESTIC FILING

NAME: ENTERTAINMENT MANAGEMENT &  
ASSOCIATES, 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: Kari Renfroe

EXAMINER'S INITIALS:

RECEIVED  
00 MAY 17 PM 2:27  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

*g 5/17/00*

**ARTICLES OF INCORPORATION**

**OF**

**ENTERTAINMENT MANAGEMENT & ASSOCIATES, INC.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

00 MAY 17 PM 3:50

**ARTICLE I**

The name of the corporation is ENTERTAINMENT MANAGEMENT & ASSOCIATES, INC. (hereinafter called the "Corporation").

**ARTICLE II**

The address of the principal office and the mailing address of the Corporation are 3313 S.W. 49th Street, Ft. Lauderdale, Florida 33312.

**ARTICLE III**

This Corporation shall have authority to issue One Thousand (1,000) shares of Common Stock having a par value of \$0.01 per share.

**ARTICLE IV**

The street address of the Corporation's initial registered office is 3313 S.W. 49th Street, City of Ft. Lauderdale, County of Broward, State of Florida 33312 and the name of its initial registered agent at such office is Andrea Evans.

**ARTICLE V**

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws. The number of directors constituting the initial Board of Directors is one, and the name and address of the member of the initial Board of Directors, who will serve as the Corporation's director until successors are duly elected and qualified, is:

R. Peter Evans  
3313 S.W. 49th Street  
Ft. Lauderdale, Florida 33312

**ARTICLE VI**

The name of the Incorporator is Andrea Evans, and the address of the Incorporator is 3313 S.W. 49th Street, Ft. Lauderdale, Florida 33312.

## **ARTICLE VII**

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

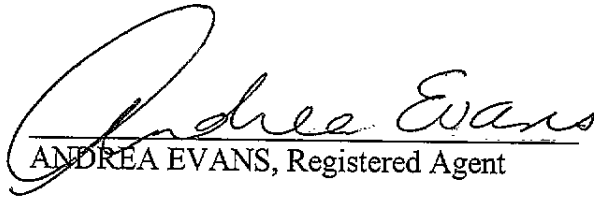
**IN WITNESS WHEREOF**, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 16 day of May, 2000.

  
\_\_\_\_\_  
ANDREA EVANS,  
Incorporator

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DIVISION OF CORPORATIONS

**ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT** 00 MAY 17 PM 3:50

The undersigned, having been named the Registered Agent of ENTERTAINMENT MANAGEMENT & ASSOCIATES, INC., hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §607.0505.

  
ANDREA EVANS, Registered Agent

Dated: May 16, 2000