

P 00000058949

Mark S. Sussman

Attorney At Law
17001 N.E. 6 Avenue
North Miami Beach, Florida 33162

(305) 652-4910
Fax: (305) 652-9503

June 8, 2000

FILED
JUN 12 AM 9:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Secretary of State
Division of Incorporation
P.O. Box 6327
Tallahassee, Florida 32314

000003285540-15
-06/12/00--01123--009
*****78.75 *****78.75

RE: Achim Entertainment, Inc.

Dear Sir or Madam:

Enclosed please find our check in the amount of \$78.75, as your fees for filing the enclosed Articles of Incorporation and returning to us a certified copy of the Articles.

Please file the enclosed Articles of Incorporation and send to this office a certified copy of Articles in the enclosed self addressed stamped envelope for your convenience.

Thank you for your cooperation in this matter. If there is anything further you need, or if I may be of any further assistance, please do not hesitate to contact me.

Sincerely,

Mark S. Sussman
Mark S. Sussman, Esquire

MSS/mb

Enclosures

ACHIM

JUN 19 2000

ARTICLES OF INCORPORATION
OF
ACHIM ENTERTAINMENT, INC.

FILED
00 JUN 12 AM 9:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of this corporation shall be:

ACHIM ENTERTAINMENT, INC.

ARTICLE II

The corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III

The maximum number of shares of capital stock which the corporation is authorized to have outstanding at any time is 100 shares of common stock, \$1.00 par value.

ARTICLE IV

The corporation shall have perpetual existence.

ARTICLE V

The initial registered office of this corporation shall be 830 N.E. 171 STREET, NORTH MIAMI BEACH, FLORIDA 33162.

The initial registered agent of this corporation at such office shall be JEFFREY KOPELMAN, who upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes, as amended from time to time, with respect to keeping an office open for service of process.

ARTICLE VI

The initial Board of Directors shall consist of THREE member. The number of Directors may be increased or decreased from time to time by vote of the stock holders, but in no case shall the number of Directors be less than one (1) nor more than four (4). The

names and addresses of the Directors constituting the initial Board of Directors are:

JEFFREY KOPELMAN
830 N.E. 171 STREET
NORTH MIAMI BEACH, FLORIDA 33162

JACOB GOLDENTHAL
830 N.E. 171 STREET
NORTH MIAMI BEACH, FLORIDA 33162

ABE GOLD
830 N.E. 171 STREET
NORTH MIAMI BEACH, FLORIDA 33162

ARTICLE VII

The name and street address of the person signing these Articles of Incorporation is:

JACOB GOLDENTHAL
830 N.E. 171 STREET
NORTH MIAMI BEACH, FLORIDA 33162

ARTICLE VIII

The principal office and mailing address of this corporation is located at 830 N.E. 171 STREET, NORTH MIAMI BEACH, FLORIDA 33162. The principal office address, the registered office address and mailing address are all the same.

The undersigned, for the purpose of forming a corporation under the laws of the State of Florida, does make and file these Articles of Incorporation, hereby declaring and certifying that the facts therein stated are true. Accordingly, he has set his hand and seal this day of May 31, 2000.

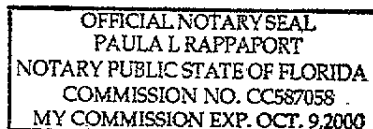
Jacob Goldenthal (SEAL)

STATE OF FLORIDA
COUNTY OF DADE

I HEREBY CERTIFY, that on the day and year first above written, before me, an officer duly authorized in the County and State aforesaid to take acknowledgments, personally appeared JACOB GOLDENTHAL known to be the person described in and who executed the foregoing instrument and acknowledged before me that he executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 31st day of May, 2000.

Paula L. Rappaport
Notary Public
My commission expires:



FILED

00 JUN 12 AM 9:35

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DESIGNATION OF REGISTERED AGENT
AND
ACCEPTANCE OF DESIGNATION


In compliance with Section 607.034, Florida Statutes, the following is submitted:

That ACHIM ENTERTAINMENT, INC., desiring to organize or qualify under the laws of the State of Florida, with its registered office at 830 N.E. 171 STREET, NORTH MIAMI BEACH, FLORIDA 33162, has named JEFFREY KOPELMAN, located at 830 N.E. 171 STREET, NORTH MIAMI BEACH, FLORIDA 33162, its agent to accept service within Florida.


JACOB GOLDENTHAL, President

5/31/00
Date

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.


JEFFREY KOPELMAN, Registered Agent

5/31/00
Date