

Law Offices of
L. DIANNE MASON, Esq.

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September 13, 2000

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

FILED
00 SEP 14 AM 8:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RE: GIL SANTOS PRODUCTIONS, INC.

Dear Sir/Madam:

Enclosed please find an original and two (2) copies of the Articles of Incorporation for the above named corporation, and a check payable to "Florida Department of State" for \$87.50 (for filing fee, certified copy and Certificate of Status).

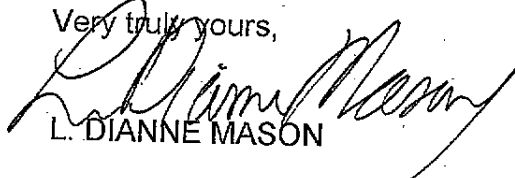
Please mail the receipt for payment and the documents requested to the Registered Agent at the following address:

L. Dianne Mason
Registered Agent
BankAtlantic Building
46 S.W. 1st Street, Suite 202
Miami, Florida 33130
(305)-679-9912 (tel)

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Thank you for your prompt attention to this matter.

Very truly yours,


L. DIANNE MASON

LDMak
enclosures

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ARTICLES OF INCORPORATION

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of the Corporation shall be:

GIL SANTOS PRODUCTIONS, INC.

ARTICLE II. PRINCIPAL OFFICE

The principal place of business and mailing address of this Corporation shall be:

216 71ST STREET
MIAMI BEACH, FLORIDA 33141

ARTICLE III. BUSINESS PURPOSE

The specific business purpose of this Corporation is to provide music, entertainment and food services.

ARTICLE IV. SHARES

The initial number of shares of stock that this Corporation is authorized to have outstanding at any one time is:

ONE HUNDRED (100)

The stock shall be common stock with a par value of One Dollar (\$1.00) per share. The number of shares outstanding may be changed from time to time by bylaws adopted by the Board of Directors. The initial shareholders of stock in this Corporation and the amount held by each are:

GIL SANTOS - FIFTY (50) shares or 50%

L. DIANNE MASON - FIFTY (50) shares or 50%

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ARTICLE V. BOARD OF DIRECTORS

The initial Board of Directors of the Corporation shall be comprised of two (2) directors. The names and addresses of the initial Directors are:

GIL SANTOS
216 71ST STREET
MIAMI BEACH, FLORIDA 33141

L. DIANNE MASON
BANKATLANTIC BUILDING
46 S.W. 1ST STREET, SUITE 202
MIAMI, FLORIDA 33130

The number of directors may be increased from time to time by bylaws adopted by the Board of Directors.

ARTICLE VI. OFFICERS

The names and addresses of the officers of the Corporation, who shall serve until such time as their successors are chosen by the Board of Directors in accordance with the bylaws adopted by the Board of Directors, are:

GIL SANTOS - President, Treasurer
216 71ST STREET
MIAMI BEACH, FLORIDA 33141

L. DIANNE MASON - Vice President, Secretary
BANKATLANTIC BUILDING
46 S.W. 1ST STREET, SUITE 202
MIAMI, FLORIDA 33130

ARTICLE VII. INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent are:

L. DIANNE MASON
BANKATLANTIC BUILDING
46 S.W. 1ST STREET, SUITE 202
MIAMI, FLORIDA 33130

ARTICLE VIII. INCORPORATOR

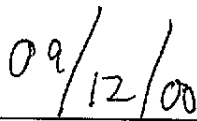
The name and address of the incorporator of these Articles of Incorporation are:

L. DIANNE MASON
BANKATLANTIC BUILDING
46 S.W. 1ST STREET, SUITE 202
MIAMI, FLORIDA 33130

ARTICLE IX. AMENDMENTS

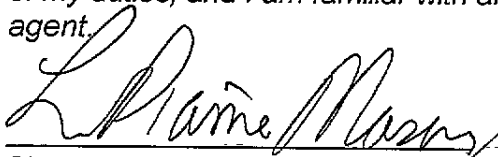
The Corporation reserves the right to amend and/or repeal any provision contained in these Articles of Incorporation and any amendment thereto upon action of the Board of Directors pursuant to the bylaws of the Corporation and the laws of the State of Florida.

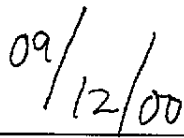

Signature/Incorporator


Date

ACCEPTANCE OF REGISTERED AGENT

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 agreed 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.


Signature/Registered Agent


Date