

Kirkpatrick & Lockhart LLP

Miami Center- 20th Floor
201 South Biscayne Blvd
Miami, FL 33131-2399
305.539.3300
www.kl.com

PO00000094826

EFFECTIVE DATE

10/5/00

October 4, 2000

VIA FEDERAL EXPRESS

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

400003417494--2

-10/06/00--01119--004

*****78.75 *****78.75

Re: Shams Entertainment, Inc.

Ladies and Gentlemen:

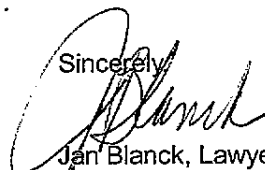
Enclosed are duplicate copies of Articles of Incorporation prepared to effect the formation of the above-referenced proposed Florida corporation. Also enclosed is our check in the amount of \$78.75 in payment of the following fees:

Filing Fee	\$ 35.00
Registered Agent Fee	35.00
Certified Copy	<u>8.75</u>

Total	\$ 78.75
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A return Federal Express envelope is enclosed for your convenience in responding.
Thank you for your cooperation with this matter.

Sincerely,



Jan' Blanck, Lawyer's Assistant to
Steven R. Weinstein

Cc: Steven R. Weinstein, Esq.

FILED
00 OCT -6 AM 9:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Feb
10/9

EFFECTIVE DATE
10/5/00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 OCT -6 AM 9:19

FILED

ARTICLES OF INCORPORATION
OF
SHAMS ENTERTAINMENT, INC.

The undersigned, acting as incorporator of Shams Entertainment, Inc., under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I

NAME

The name of the corporation (the "Corporation") is Shams Entertainment, Inc.

ARTICLE II

ADDRESS

The street and mailing address of this Corporation shall be 5111 Pinetree Drive, Miami Beach, FL 33140.

ARTICLE III

DURATION AND COMMENCEMENT OF EXISTENCE

The duration of the Corporation shall be perpetual, commencing October 5, 2000.

ARTICLE IV

PURPOSE

The purpose of the Corporation shall be to engage in any and all business permitted according to the laws of the United States and Florida.

ARTICLE V

CAPITAL STOCK

The maximum number of shares of stock, which this Corporation is authorized to issue, is 10,000 shares of common stock having a par value of \$0.01 per share.

ARTICLE VI

REGISTERED OFFICE AND AGENT

The street address of the Corporation's registered office shall be 201 S. Biscayne Blvd., 20th Floor, Miami, FL 33131, and the registered agent for the Corporation at that address shall be Steven R. Weinstein.

ARTICLE VII

INCORPORATOR

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


Name

Address

Steven R. Weinstein

201 S. Biscayne Blvd.
20th Floor
Miami, FL 33131

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 5th day of October, 2000.



Steven R. Weinstein,
Incorporator


Certificate of Registered Agent

of

SHAMS ENTERTAINMENT, INC.

Having been named to accept service of process for Shams Entertainment, Inc., at the place designated in the foregoing Articles of Incorporation, Steven R. Weinstein agrees to act in this capacity and is familiar with and accepts the obligations provided in Section 607.0505 of the Florida Business Corporation Act.

DATE: October 5, 2000



Steven R. Weinstein

FILED

00 OCT -6 AM 9:19

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

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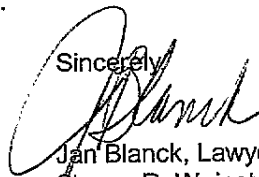
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Jan Blanck, Lawyer's Assistant to
Steven R. Weinstein

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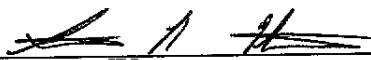
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INCORPORATOR

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<u>Name</u>	<u>Address</u>
Steven R. Weinstein	201 S. Biscayne Blvd. 20 th Floor Miami, FL 33131

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Steven R. Weinstein,
Incorporator

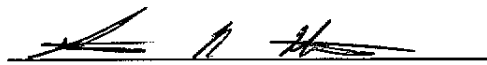
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