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January 30, 2001

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\*\*\*\*\*78.75 \*\*\*\*\*78.75

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

Re: HARRIS ENTERTAINMENT, INC.

Gentlemen:

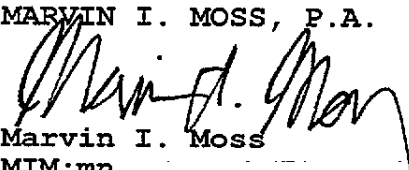
Enclosed is the original and one (1) duplicate copy of the Articles of Incorporation for the above corporation. The duplicate copy has been subscribed and acknowledged by the subscriber in the same manner as the original. Please endorse your approval of the Articles of Incorporation on the duplicate copy, certify and return it.

A check is also enclosed for \$78.75 to cover the filing fees, fee for the certified copy of the Certificate of Incorporation and the registered agent designation.

Please forward the certified copy of the Articles back to us as soon as possible.

Very truly yours,

MARVIN I. MOSS, P.A.

  
Marvin I. Moss

MIM:mn

Enclosure (as stated)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

  
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ARTICLES OF INCORPORATION  
OF  
HARRIS ENTERTAINMENT, INC.

I, the undersigned, for the purpose of becoming a Corporation under the Laws of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation, liabilities, rights, privileges, and immunities of corporations for profit, file these Articles of Incorporation.

ARTICLE I

The name of the Corporation is HARRIS ENTERTAINMENT, INC.

ARTICLE II

The general nature of the business to be transacted is as follows:

SECTION 1: To engage in the financing, production, and selling of entertainment programs; and to conduct entertainment enterprises and to do all things incidental thereto.

SECTION 2: To generally engage in, do and perform any enterprise, act or vocation that a natural person might do or perform.

SECTION 3: To engage in and carry on any business or businesses and every act or deed pertaining thereto, either directly or indirectly, which is not prohibited by the Laws of the State of Florida, and to so engage in and carry on said business or businesses in Florida, or in any other State in the United States or in any foreign country. To do any and all things necessary, suitable, useful, proper or admissible for the accomplishment of any one of the purposes or for the attainment of any of the objects or further exercise of the powers herein set forth, whether herein specified or not, either alone or in connection with other firms, individuals, or corporations, either in this State or throughout the United States and elsewhere.

ARTICLE III

The foregoing clauses shall be construed both as objects and powers, but no recitation, expression or declaration of specific or special powers or purposes herein enumerated shall be exclusive, but it is hereby expressly declared that all other lawful powers not inconsistent herewith are hereby included.

ARTICLE IV

Any unissued stock or such additional authorized issue of new stock or of other securities convertible into stock may be

issued and disposed of pursuant to resolution of the Board of Directors to such persons, firms, corporations or associations and upon such terms as may be deemed advisable by the Board of Directors in the exercise of their discretion.

#### ARTICLE V

The maximum number of shares of stock of this Corporation is authorized to have outstanding at any time shall be 7,000 shares of One (\$1.00) Dollar par value, unless duly changed in accordance with the laws of the State of Florida. It is the intention of this Corporation that the stock issued shall qualify as "Section 1244 stock," as such term is defined in the Internal Revenue Code and the Regulations issued thereunder.

#### ARTICLE VI

Every shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

#### ARTICLE VII

The street address of the initial registered office of this Corporation in the State of Florida shall be 19628 Bay Cove Drive, Boca Raton, Florida 33434 which is the principal place of the corporation; and the name of the initial registered agent of this Corporation at that address is Philip Harris.

The Corporation may have such other places of business, both within and without the State of Florida, and in foreign countries, as may be necessary and convenient.

#### ARTICLE VIII

This Corporation shall exist perpetually.

#### ARTICLE IX

This Corporation shall have one director initially. The number of directors may be increased or diminished from time to time, by-Laws adopted by the stockholders, but shall never be less than one.

#### ARTICLE X


The name and street address of the subscriber to the Articles of Incorporation is as follows:

Philip Harris  
19628 Bay Cove Drive  
Boca Raton, Florida 33434

ARTICLE XI

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholder's meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of the Articles of Incorporation be made.

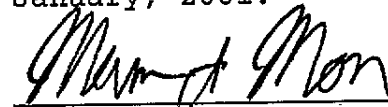
IN WITNESS WHEREOF, I, the undersigned, being the subscribing incorporator, have hereunto set my hand and seal for the purpose of forming this Corporation under the Laws of the State of Florida, this 30th day of January, 2001.

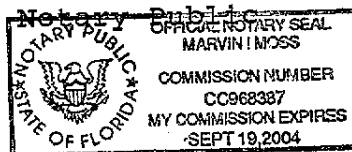
  
\_\_\_\_\_  
PHILIP HARRIS

STATE OF FLORIDA       )  
                                  ) SS:  
COUNTY OF DADE       )

BEFORE ME, the undersigned authority, this day personally appeared PHILIP HARRIS known to me to be the person described as subscriber and who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed the same freely and voluntarily for the purpose therein expressed.

WITNESS my hand and official seal in the County and State named above, this 30th day of January, 2001.

  
\_\_\_\_\_  
Marvin I. Moss



Having been named Registered Agent for the above stated corporation, at the place designated in these Articles, 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 as such.

  
\_\_\_\_\_  
PHILIP HARRIS