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Division of Corporations
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From: Nery C. Toledo, Legal Assistant

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**BASIC AMENDMENT
TOP ONE ENTERTAINMENT GROUP, INC.**

Certificate of Status	0
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26146 - 114160

*Amended
Restated
Articles*

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CERTIFICATE TO
AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
TOP ONE ENTERTAINMENT GROUP, INC.,
a Florida corporation

Pursuant to the provisions of Section 607.1007 of the Florida Business Corporation Act (the "Act"), Top One Entertainment Group, Inc. (the "Corporation") submits this Certificate for filing and adopts the Amended and Restated Articles of Incorporation in the form attached hereto:

1. The name of the Corporation is: TOP ONE ENTERTAINMENT GROUP, INC.

2. The Amended and Restated Articles of Incorporation of the Corporation, a copy of which is attached hereto and incorporated herein, (a) changing the Corporation's principal street address, (b) changing the Corporation's registered agent, (b) providing for additional indemnification language, and (c) deleting from the Corporation's Articles of Incorporation articles no longer required to be included therein, were adopted by the Shareholders and Directors of the Corporation on April 26, 2001.

3. The Amended and Restated Articles of Incorporation of the Corporation were duly adopted and approved by means of a Joint Unanimous Written Consent of all of the Corporation's Shareholders and Directors dated April 26, 2001, pursuant to Sections 607.1003, 607.0704 and 607.0821 of the Act.

IN WITNESS WHEREOF, the undersigned has executed this Certificate to the Amended and Restated Articles of Incorporation as of April 26, 2001.

TOP ONE ENTERTAINMENT GROUP,
INC., a Florida corporation

By: 
Beatriz Del Rio, President and
Director

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AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
TOP ONE ENTERTAINMENT GROUP, INC.

The undersigned, as President and a Director of Top One Entertainment Group, Inc., pursuant to the Florida Business Corporation Act, hereby adopts the following Amended and Restated Articles of Incorporation:

ARTICLE I.
NAME

The name of the corporation is: TOP ONE ENTERTAINMENT GROUP, INC.
(hereinafter referred to as "Company")

ARTICLE II.
PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office address and mailing address of the Company is:

4770 Biscayne Boulevard, 7th Floor
Miami, Florida 33137

ARTICLE III.
CAPITAL STOCK

The total number of shares which this Company is authorized to issue is two thousand (2,000) shares, par value \$.01 per share. The Board of Directors shall fix the consideration to be received for each share. Such consideration shall consist of any tangible or intangible property or benefit to the Company, including cash, promissory notes, services performed or written promises to perform services and shall have a value, in the judgment of the directors, equivalent to or greater than the full value of the shares.

ARTICLE IV.
REGISTERED OFFICE AND AGENT

The street address of the Company's registered office is: One Southeast Third Avenue, 28th Floor, Miami, Florida 33131. The name of the Company's registered agent at that office is American Information Services, Inc.

ARTICLE V.
BOARD OF DIRECTORS

The members of the Company's board of directors are as follows:

Beatriz Del Rio

4770 Biscayne Boulevard, 7th Floor
Miami, Florida 33137

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Diana Montoya

4770 Biscayne Boulevard, 7th Floor
Miami, Florida 33137

Loreyne Alicea

4770 Biscayne Boulevard, 7th Floor
Miami, Florida 33137

ARTICLE VI.
INDEMNIFICATION

To the maximum extent permitted by the Florida law, the Company shall:

1. indemnify any person who was or is a party to any proceeding (other than an action by, or in the right of the Company), by reason of the fact that he or she is or was a director, officer, employee or agent of the Company or is or was serving at the request of the Company as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against liability incurred in connection with such proceeding, including any appeal thereof, if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Company and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any proceeding by judgment, order, settlement, or conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in, or not opposed to, the best interests of the Company or, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

2. Indemnify any person who was or is a party to any proceeding by or in the right of the Company to procure a judgment in its favor by reason of the fact that he or she is or was a director, officer, employee or agent of the Company or is or was serving at the request of the Company as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses and amounts paid in settlement not exceeding, in the judgment of the board of directors, the estimated expense of litigating the proceeding to conclusion, actually and reasonably incurred in connection with the defense or settlement of such proceeding, including any appeal thereof.


Expenses incurred by an officer or director in defending a civil or criminal proceeding shall be paid by the Company in advance of the final disposition of such proceeding upon receipt of an undertaking by or on behalf of such director or officer to repay such amount if he or she is ultimately found not to be entitled to indemnification by the Company.

The indemnification and advancement of expenses provided pursuant to this Article are not exclusive, and the Company may make any other or further indemnification or advancement of expenses of any of its directors, officers, employees, or agents, under any bylaw, agreement vote of shareholders or disinterested directors, or otherwise both as to action in his or her official capacity and as to action in another capacity while holding such office.

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IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation this 26th day of April, 2001.

TOP ONE ENTERTAINMENT GROUP,
INC.

By: 
Beatriz Del Rio, President and a
Director

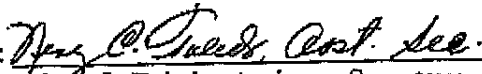
ACCEPTANCE BY REGISTERED AGENT

Pursuant to the provisions of Section 607.0501 of the Florida Business Corporation Act, the undersigned submits the following statement in accepting the designation as registered agent and registered office of Top One Entertainment Group, Inc., a Florida corporation (the "Company"), in the Company's Amended and Restated Articles of Incorporation:

Having been named as registered agent and to accept service of process for the Company at the designated registered office, the undersigned accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and the undersigned is familiar with and accepts the obligations of its position as registered agent.

IN WITNESS WHEREOF, the undersigned has executed this Acceptance this 26th day of April, 2001.

AMERICAN INFORMATION SERVICES, INC.

By: 
Nancy C. Toledo, Assistant Secretary