Michael C. Becker & Co.

Certified Public Accountants

1897 Palm Beach Lakes Blvd. Suite 210 West Palm Beach, Florida 33409

West Palm Beach (561) 689-4093 Boca Raton (561) 391-0945 Miami (305) 266-6691 Fax (561) 697-4359

*****70.00 *****70.00

August 16, 2001

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

Dear Sir/Madam:

Subject: Palm Beach Entertainment, Inc.

Enclosed please find the original and one (1) copy of the Articles of Incorporation and a check in the amount of \$70.00.

Also enclosed, is a stamped, self-addressed envelope so that you may return to me a confirmation of the filing.

Should you require any further information, please do not hesitate to contact me.

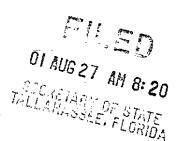
Sincerely,

Carolyn M. Becker, C.P.A.

CMB/dmr Enc. DI NUG 27 AM 8: 19
SELAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

<u>OF</u>



PALM BEACH ENTERTAINMENT, INC

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: Palm Beach Entertainment, Inc.

ARTICLE II - PRINCIPAL OFFICE

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

222 ½ Pipps Plaza Palm Beach, FL 33480

ARTICLE III - CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: One thousand (1,000) and the par value is \$.01 per share.

ARTICLE IV - INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

M. C. Altice 222 ½ Pipps Plaza Palm Beach, FL 33480

ARTICLE V - INCORPORATOR

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

M. C. Altice 222 ½ Pipps Plaza Palm Beach, FL 33480

The undersigned has executed these Articles of Inc	corporation
this 33 day of August	, 20 <u>O (</u> .
MCle Ale	<u> </u>
SIGNATURE TITLE: Director	

CERTIFICATE OF DESIGNATION REGISTERED AGENT/REGISTERED OFFICE AM 8: 20

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent/registered office, in the State of Florida.

- 1. The name of the corporation is: Palm Beach Entertainment, Inc.
- 2. The name and address of the registered agent and office is:

M. C. Altice 222 ½ Pipps Plaza Palm Beach, FL 33480

SIGNATURE: What Hold Hold (Corporate Officer)

TITLE: Director

DATE: 8-23.0 (

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 AGREE 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: MULALL
DATE: 8-23.01

REGISTERED AGENT FILING FEE: \$35.00