

KNECHT & KNECHT, P.A.  
ATTORNEYS AT LAW

**P9500015916**

SUITE 411  
2600 DOUGLAS ROAD  
CORAL GABLES, FLORIDA 33134  
DADE (305) 445-0531  
BROWARD (305) 525-7776  
FAX (305) 442-2304

February 21, 1995

Secretary of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

400001414964  
-02/24/95--01072--024  
\*\*\*122.50 \*\*\*122.50

Re: Actors Treehouse, Inc.

Dear Sir:

Enclosed are original and copy of Articles of Incorporation of Actors Treehouse, Inc., together with check in the amount of \$122.50 for filing same.

A stamped, self-addressed envelope is enclosed for return of certified copy of the Articles.

Thank you.

Very truly yours,

*Stephen M. Knecht*  
STEPHEN M. KNECHT *mbh*

SMK/mbh

Enclosures

*AK6*  
*2-27*

FILED  
95 FEB 24 11:35  
TALLAHASSEE, FL  
SECRETARY OF STATE

**ARTICLES OF INCORPORATION  
OF  
ACTORS TREEHOUSE, INC.**

95 FEB 24 PM 11:35  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I - NAME**

The name of this corporation is ACTORS TREEHOUSE, INC.

**ARTICLE II - DURATION**

The duration of the corporation shall be perpetual.

**ARTICLE III - PURPOSE**

The purpose or purposes for which the corporation is organized are:

- (a) Actors' playhouse and theater.
- (b) To engage in any lawful act or activity for which corporations may be organized under the Florida General Corporation Act and the laws of the State of Florida and the United States.

**ARTICLE IV - CAPITAL STOCK**

This corporation is authorized to issue 100 shares of common stock without par value.

**ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT  
AND CORPORATE MAILING ADDRESS**

The address of the initial registered office of this corporation is 2600 Douglas Road, Suite 411, Coral Gables, Florida 33134 and the initial registered agent at that address is Stephen M. Knecht, Esq. The corporation's mailing address 2600 Douglas Road, Suite 411, Coral Gables, Florida 33134.

#### ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have two Directors constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by the bylaws; however, there shall never be less than two (2) Directors nor more than five (5). The names and addresses of the initial Board of Directors of the corporation are:

Stephen M. Knecht  
2600 Douglas Road, #411  
Coral Gables, Florida 33134

David Knecht  
2600 18941 S.W. 93rd Court  
Miami, Florida 33147

#### ARTICLE VIII - INCORPORATORS

The names and addresses of the Incorporator signing these articles is:

Stephen M. Knecht, Esq.  
2600 Douglas Road, Suite 411  
Coral Gables, Florida 33134

#### ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any Officer or Director or any former officer or director, to the full extent permitted by law.

#### ARTICLE X - AMENDMENT


This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the 8th day of February, 1995.

  
STEPHEN M. KNECHT

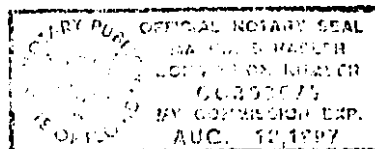
STATE OF FLORIDA       )  
                              ) ss:  
COUNTY OF DADE        )

BEFORE ME, the undersigned authority, personally appeared STEPHEN M. KNECHT, personally known to me or who produced \_\_\_\_\_ as identification, who, being first duly sworn, deposes and says that he has executed the foregoing Articles of Incorporation for the purposes therein expressed.

  
Notary Public

MARCIA B. HADLER  
(Printed Name of Notary Public)

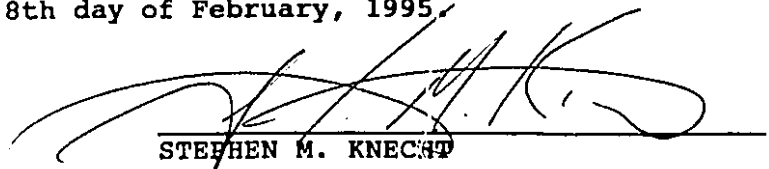
My commission expires:



**ACCEPTANCE OF REGISTERED AGENT**

I, STEPHEN M. KNECHT, ESQ., hereby accept the foregoing appointment as registered agent for ACTORS TREHOUSE, INC.

Dated this 8th day of February, 1995.

  
STEPHEN M. KNECHT