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TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399
FAX: (904) 922-4000

FROM: EMPIRE CORPORATE KIT COMPANY
1492 W FLAGLER ST
SUITE 200
MIAMI FL 33135-9-0000
CONTACT: RAY STORMONT
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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: STUDIO CITY NORTH PRODUCTIONS, INC.
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Handwritten signature/initials

FEB-27-1995 11:03 FROM EMPIRE CORP. KIT

TO

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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

The undersigned subscriber(s) to these Articles of Incorporation, competent to contract, hereby associates and forms a corporation under the laws of the State of Florida.

ARTICLE I

The name of this corporation is: STUDIO CITY NORTH PRODUCTIONS, INC. The corporate mailing address is: 14879 N.E. 20th Avenue, North Miami, Florida 33161.

ARTICLE II

The general nature of the business to be transacted by this corporation is to enter into all aspects of the record production business or any other lawful purpose. It shall have every corporate power granted by the Florida legislature.

ARTICLE III

The maximum number of shares of stock with which this corporation is authorized to have outstanding at any time is fifty (50) shares at no par value.

ARTICLE IV

This corporation shall have perpetual existence.

ARTICLE V

The street address of the initial registered office of this corporation is: 19 West Flagler Street, Biscayne Building, Suite

LAW OFFICES
BRIAN R. HERSH
SUITE 602, BISCAYNE BUILDING
19 WEST FLAGLER STREET
MIAMI, FLORIDA 33130-4477
FLORIDA BAR NO: 104540
305-371-6294

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602, Miami, Florida 33130-4477 and the name of the initial registered agent of this corporation at that address is: BRIAN R. HERSH.

ARTICLE VI

This corporation shall have three (3) director(s) initially. The number of directors may be either increased or diminished from time to time by the by-laws, but shall never be less than three (3). The name(s) and the address(es) of the initial director(s) of this corporation is (are):

Joyce Martley,
President

14879 N.E. 20th Avenue,
North Miami, Florida 33181.

Donna Adams,
Vice President

14879 N.E. 20th Avenue,
North Miami, Florida 33181.

Michael Merritt Martley

14879 N.E. 20th Avenue,
North Miami, Florida 33181.

ARTICLE VII

The name and address of the person signing these Articles is:

Kim Tote
Assistant Secretary

19 West Flagler Street
Suite 602, Biscayne Building
Miami, Florida 33130-4477

ARTICLE VIII

Each shareholder shall have the preemptive right to purchase at the price at which it is offered to others, and on the same terms, his or her pro rata share of any authorized and unissued and Treasury Stock of this Corporation of the same kind, class or

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series as that which he or she already holds, which is offered for sale by the corporation.

ARTICLE IX

This corporation reserves the right to amend, alter or repeal any provisions contained in these Articles of Incorporation or any amendments to these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the shareholders are subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber(s) has executed these Articles of Incorporation this 24th day of February, 1995.

Kim Tate

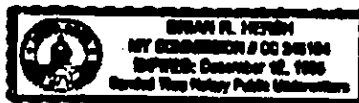
STATE OF FLORIDA)
COUNTY OF DADE) SS:

BEFORE ME, the undersigned authority, authorized to take acknowledgements in the State and County set forth above, personally appeared KIM TATE, who did take an oath and who is known to me and known by me to be the person(s) who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 24th day of February, 1995.

Brian R. Hersh
NOTARY PUBLIC, STATE OF FLORIDA
Brian R. Hersh
Print Name of Notary Public

My Commission Expires:



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**CERTIFICATE DESIGNATING REGISTERED PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, MAKING AGENT UPON
WHOM PROCESS MAY BE SERVED.**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First--That STUDIO CITY NORTH PRODUCTIONS, INC. desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the articles of incorporation at City of Miami, County of Dade, State of Florida, has named BRIAN R. HERSH, located at 19 West Flagler Street, Suite 602, City of Miami, County of Dade, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

BY: Brian R. Hersh
(Registered Agent)

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95 FEB 27 AM 11:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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LAW OFFICES
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