Buchbinder & Elegant

PROFESSIONAL ASSOCIATION

MEGA BANK BUILDING . FOURTH FLOOR

45 SOUTHWEST FIRST STREET

MIAMI, FLORIDA 33/30-1697

TELEPHONE (305) 358 1515 FAE 40 (305) 358 5202

March 3, 1995

Corporate Records Bureau Division of Corporations Department of State P.O. Box 6327 Tallahassee, Florida 32314

Re: Area One Entertainment Corp.

100001422411 -03/07/35--01051--011 ****122.50 ****122.50

Gentlemen:

-----IRA M. ELEGANT

STEVEN A COLBAY

CAROLINA A. ECHARTE

Enclosed are the following with respect to the above:

- Articles of Incorporation, executed duplicate, of the above named corporation;
- 2. Certificate Designating Registered Agent, etc., in accordance with Section 48.091, Florida Statues, executed in duplicate; and
- This firm's Check No. 8137 payable to your order, in the sum of \$122.50 representing 3. filing fees; resident agent fee; and the charge for a certified copy of the Articles of Incorporation.

Thank you for your usual prompt cooperation.

Very truly yours,

STEVEN A. COLSKY

SAC: cme Enclosures

ARTICLES OF INCORPORATION

OF

AREA ONE ENTERTAINMENT CORP.

The undersigned does hereby execute, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE 1. NAME

The name of the corporation shall be:

AREA ONE ENTERTAINMENT CORP.

The address of the initial principal office of this corporation shall be

865 West End Avenue Suite 13E New York, New York 10025

and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be:

46 Southwest First Street Suite 400 Miami, Florida 33130

and the name of the initial registered agent of the corporation at that address is:

BUCHBINDER & ELEGANT, P.A.

ARTICLE V. TERM OF EXISTENCE.

This corporation is to exist perpetually. Corporate existence shall begin as of the date of the signing of these Articles of Incorporation.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have at least one Director. The names and addresses of the initial members of the Board of Directors are:

Shaun Phillip Leibovitz

200 West 15th Street

Apt. #4C

New York, NY 10011

Thomas Randolph Ellis

Ellisville Community Route 1 Box 340 Centre, Alabama 35960

ARTICLE VII. OFFICERS

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the

corporation, or until their successors are elected or appointed are:

Shaun Phillip Leibovitz President, Secretary

200 West 15th Street Apt. #4C New York, NY 10011

Thomas Randolph Ellis CEO, Treasurer

Ellisville Community Route 1 Box 340 Centre, Alabama 35960

ARTICLE VIII. INCORPORATOR

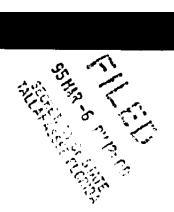
The name and street address of the incorporator to these Articles of Incorporation is:

Buchbinder & Elegant, P.A. 46 Southwest First Street Suite 400 Miami, Florida 33130

IN WITHESS WHEREOF, the undersigned, being the Incorporator of the above named corporation, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, does make and file these Articles, hereby declaring and certifying that the facts herein stated are true, and executes these Articles of Incorporation this 3rd day of March, 1995.

BUCHBINDER & ELEGANT, P.A.

Ira M. Elegant, Mice President



ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN ARTICLES OF INCORPORATION

With the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

BUCHBINDER & ELEGANT, P.A.

Ira M. Elegant, Vice President

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DOCUMENT # P95000018789 1. Corporation Native AREA ONE ENTERTAINMENT CORP.							96 DEC -3 PH 4: 11 SECRETARY OF STATE TALLAHASSEE FLORIDA			
Principal Place of Business Mailing Address West and West State STE 1988 West TOTAL TE 1988			11 D. ANE., 255, 135 1-1666-							
Suite Air 1 1049 City & State MIAM	WASHINGTON	Applicable	Suite, Apt 4 Suite, Apt 4 City & Stato	BEACH,	ppicture	5. FEI Number 65-05	orsted or Qualified ess in Florida 576310 OF STATUS DESIRED	No.	oplied For	
7. Names (Title(s)	2			ida nonprofil Corporal Stra	at Address of End cer and/or Director e Post Office Box I	City / State / Zip				
0	BLIS, THOMAS R			ETHANTE CON	MARTY, RT. 1		CAPATRE AL SO			
						40	100020 -12/04/9 ****375	19534 601064 5.00 ****3	9 027 75.00	
8. Name and Address of Current Registered Age					Name	9. Name and i	Address of How Roy	Juliurud Agent		
10. I, being appointed the registered agont of the above named corporate in the above named corporate i				111112 Alex 11. FL 31.35	Suite, Apt. #, El	State Zip Code				
Signature Registered	oes this corporent, of Revenu	ration pay a	any intano	gible tax to the	ie utes. Yes	 	Date (See	other side for inform on intangible tax.)	halion	
12. I certit	or the R am an officer or of instate yent application, by the corporation have application is true and a	director or the rece	iver or trustee e	mpowered to execute heliminated, the corp	this application as orate name satisfie m do not qualify fo	or an exemption ur	apter 607 or 617, F.S s of section 607.0401 ider section 119.07(3	i. I further certify that or 617.0401, F.S., th o(I), F.S. The Informa	when filing nat all fees ition indicated	
SIGNA	ITURE: X	h h	ny!	icoun	4 E ()		9/24/96	(305) 53	4-2060	

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