

CORPORATION INCORPORATION
SERVICES, INC.
1201 HAYS STREET
TALLAHASSEE, FL 32301
904-222-9171
904-222-0393

800-342-8086

CSC networks

MAIL TO:
P.O. Box 5823
TALLAHASSEE, FL 32314

ACCOUNT NO. : 072100000032

REFERENCE : 557776 4656A

AUTHORIZATION :

Patricia Pigitt

COST LIMIT : 9 122.50

ORDER DATE : March 9, 1995

ORDER TIME : 9:59 AM

ORDER NO. : 557776

CUSTOMER NO: 4656A

400001425124

CUSTOMER: Esther J. Forbes, Legal Asst
GREENBERG TRAUIG HOFFMAN
LIPOFF ROSEN & QUENTEL, P. A.
22nd Floor
1221 Brickell Avenue
Miami, FL 33131-3238

DOMESTIC FILING

P95000019367

NAME: ENTERTAINMENT AND
COMMUNICATIONS GROUP, INC.

XXX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY

PLAIN STAMPED COPY

CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Danny G. Smith

EXAMINER'S INITIALS:

72
3-9-95
02 KA

SEC.
TALLAHASSEE, FLORIDA

95 MAR -9 PM 1:42

FILED

**ARTICLES OF INCORPORATION
OF
ENTERTAINMENT AND COMMUNICATIONS GROUP, INC.**

ARTICLE I

The name of the corporation is ENTERTAINMENT AND COMMUNICATIONS GROUP, INC., (the "Corporation").

ARTICLE II

The address of the principal office and the mailing address of the Corporation is 21300 San Simeon Way, North Miami Beach, Florida 33179

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

<u>Number of Shares Authorized</u>	<u>Par Value Per Share</u>	<u>Class of Stock</u>
1,000	\$ 0.01	Common

ARTICLE IV

The Corporation shall hold a special meeting of shareholders only:

- (1) On call of the Board of Directors or persons authorized to do so by the Corporation's Bylaws; or
- (2) If the holders of not less than 50 percent of the persons entitled to vote on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

ARTICLE V

The street address of the Corporation's initial registered office is 21300 San Simeon Way, City of North Miami Beach, County of Dade, State of Florida 33179, and the name of its initial registered agent at such office is **Kevin Wagner**.

ARTICLE VI

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws. The number of directors constituting the initial Board of Directors is one, and the name and address of the member of the initial Board of Directors, who will serve as the Corporation's director until his successor is duly elected and qualified is:

Kevin Wagner
21300 San Simeon Way
North Miami Beach, FL 33179

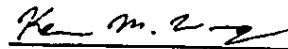
ARTICLE VII

The name of the Incorporator is Kevin Wagner and the address of the Incorporator is 21300 San Simeon, North Miami Beach, Florida 33179.

ARTICLE VIII

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

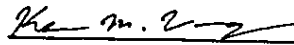
IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 2nd day of March, 1995.



Kevin Wagner,
Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of ENTERTAINMENT AND COMMUNICATIONS GROUP, INC., hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §607.0505.



Kevin Wagner,
Registered Agent
Dated: March 2, 1995.

1201 HAYS STREET
TALLAHASSEE, FL 32301
904-222-9171

800-342-8086

695000019367

CSC networks
PRINCIPLE HALL
LEGAL & FINANCIAL SERVICES

DIVISION OF CORPORATION

ACCOUNT NO. : 072100000032

REFERENCE : 609031 4656A

AUTHORIZATION :

COST LIMIT :

Patricia Pizit

CA

ORDER DATE : June 2, 1995

ORDER TIME : 11:23 AM

ORDER NO. : 609031

CUSTOMER NO: 4656A

CUSTOMER: Elizabeth Galvin, Legal Asst
Greenberg Traurig Hoffman
22nd Floor
1221 Brickell Avenue
Miami, FL 33131-3238

RUSH WILL WAIT

800001504918

CHANGE OF AGENT

RUSH WILL WAIT

NAME: ENTERTAINMENT AND
COMMUNICATIONS GROUP, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
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CONTACT PERSON: Lynne Roberts

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95 JUN -2 PM 12:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

6/2/95
ADH
ADH
ADH
ADH
ADH

GREENBERG ATTORNEYS AT LAW TRAURIG

Leonard J. Adler
Fernando C. Alonso
Cesar L. Alvarez
Liliana Armas
Daniel H. Aronson
David C. Ashburn
Charles M. Auslander
David T. Azrin
Fred W. Baggett
Kerri L. Barsh
Hilarie Bass
V. Dawn Beighley
Norman J. Benford
Lisa J. Berger
Dale S. Bergman
Paul Berkowitz
Bridget Berry
Mark F. Bideau
Lorraine Jon Bielby
Mark D. Bloom
Reginald L. Bouthillier, Jr.
Howard Bragman
Blake D. Bringgold
Francis B. Brogan, Jr.
Burt Bruton
Bernardo Burstein
Joseph A. Carballo
Diane Wagner Carr
David R. Chase

Michael J. Cherniga
Ary Chourko
Sue M. Cobb
C. Deryl Couch
Alan T. Diamond
Trini L. Dunato
Lucia A. Dougherty
Candace R. Duff
William R. Eck
Kenneth Edelman
Arthur J. England, Jr.
Gary M. Epstein
Elvira A. Escribano
Henry H. (Bucky) Fox
Jurge L. Freeland
Jeffrey R. Fried
Robin F. Frydman
Robert C. Gang
Richard G. Garrett
Brian K. Gart
David J. George
Jeffrey Gilbert
Laurie L. Gildan
Bruce H. Giles-Klein
Richard J. Glusto
Lawrence Golofsky
Joel K. Goldman
Steven E. Goldman
Joseph G. Goldstein

Steven S. Goodman
Matthew R. Gerson
Dianne Greenberg
Melvin N. Greenberg
Robert I. Grossman
Barbara A. Hall
Paige A. Harper
Fred F. Harris, Jr.
Steven M. Helfman
Alberto M. Hernandez
Jeffrey A. Hirsch
Kenneth C. Hoffman
Larry J. Hoffman
Kenneth A. Horby
Gerald J. Houlihan
Andrew Hulsh
John B. Hutton
Keith A. James
Martin Kalb
Steven M. Katzman
David S. Kenin
Holly W. Kimmel
Steven J. Kravitz
J. D. Boone Kuersteiner
Christopher L. Kursner
Ronald C. LaFace
Gustavo J. Lamelas
Steven A. Landy
Steven B. Lapidus

Nancy R. Lash
Moake M. Lehrfield
James P. S. Leahaw
Marc S. Levin
Oscar Levin
Michael P. Levinson
Norman H. Lipoff
Carlos E. Loumiet
Juan P. Loumiet
Bruce E. Macdonough
Robert P. Macina
Alfred J. Mafatto
Samantha D. Malloy
Fernando Margarit
Ines Marrero-Priguera
Enrique J. Martin
Roberto Martinez
Pedro J. Martinez-Fraga
Joel D. Maser
Juan J. Mayol, Jr.
Robert R. McDonald
John T. Metzger
Maury R. Olicker
Rebecca H. Orand
Debbie M. Orshofsky
Aileen Ortega
A. Friesner Parlo
Steven J. Pardo
Rose Parish-Ramon

Michael G. Park
Marshall R. Pasternack
Sylvia S. Penneys
Sheldon S. Polish
Roberto R. Pupo
Albert D. Quentel
Vivian Pazos Quiruga
C. Ryan Reetz
Mark J. Reisman
Barry Scott Richard
Douglas J. Rikstone
A. Jeffrey Robinson
Kenneth R. Robinson
Raquel A. Rodriguez
Alan H. Rolnick
Marvin S. Rosen
Richard A. Rosenbaum
Ronald M. Rosengarten
David L. Ross
Gary A. Saul
Elliot H. Scherker
Mark P. Schnapp
Clifford A. Schulman
Randy J. Shaw
Paul A. Shelowitz
Brian J. Sherr
Marlene K. Silverman
Holly R. Skolnick
Laura P. Stephenson

Charles E. Silver, Jr.
Joel L. Stocker
Douglas R. Thornburg
Robert H. Taurig
Peter L. Tunis
Brian J. Walsh
Keith Wasserstrom
Jeffrey Welthorn
David E. Wells
Bradford D. West
Howard W. Whitaker
Jerrold A. Wish
Timothy D. Wolfe
Linda G. Worton
Julie A. Zahnier

T. Wayne Davis, of Counsel
Arnold J. Hoffman, of Counsel
Patrick T. O'Brien, of Counsel
Allan Salovin, of Counsel
Paul E. Shapiro, of Counsel
Craig E. Stein, of Counsel
Marc M. Watson, of Counsel
Zachary H. Wolff, Retired

Elizabeth C. Galvin, L.A.
(305) 789-5449

June 1, 1995

Florida Division of Corporations
BUREAU OF CORPORATE RECORDS
P. O. Box 6327
Tallahassee, FL 32314

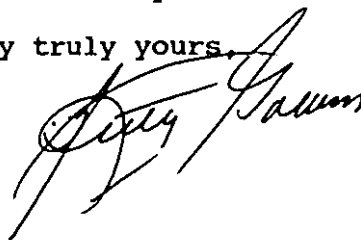
RE: ENTERTAINMENT AND COMMUNICATIONS GROUP, INC.

Enclosed are two duly executed originals of **STATEMENT OF CHANGE OF REGISTERED AGENT/OFFICE** for the captioned corporation.

Also enclosed is a check in the amount of \$ 35.00, to cover the cost of the filing.

Please stamp the duplicate copy of the Application (s), and return to me. Thank you for your assistance and cooperation.

Very truly yours,



TO:

Sandra B. Morham, Secretary of State
FLORIDA DEPARTMENT OF STATE - Division of Corporations
Tallahassee, Florida 32301

FILED
95 JUN -2 PM 1:18
STATE
CLERK - FLORIDA

STATEMENT OF CHANGE OF REGISTERED AGENT AND REGISTERED OFFICE

Pursuant to the provisions of §607.0502(2), Florida Statutes, the undersigned corporation, organized under the laws of the State of **FLORIDA**, submits the following statement in order to **change** its registered agent and registered office in the State of Florida.

1. The name of the corporation is: ENTERTAINMENT AND COMMUNICATIONS GROUP, INC.
- 1a. Date of Incorporation March 8, 1995 Document P94000019367
2. The name and address of the current registered agent and office is:
KEVIN WAGNER *** 21300 San Simeon Way, North Miami Beach, FL 33179
3. The name and address of the new registered agent and office is:
MARSHALL R. PASTERNAK *** 1221 Brickell Avenue, Miami, FL 33131

The street address of its registered agent and the street address of the business office of its registered agent, as changed, will be identical.

Such change was authorized by resolution duly adopted by its Board of Directors on October 1, 1994.

Signature:

Kevin M. Wagner
KEVIN WAGNER, Director & President

Dated:

May 31, 1995

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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as Registered Agent.

BY:

Marshall R. Pasternack
MARSHALL R. PASTERNAK, Registered Agent

Dated:

May 31, 1995

**WRITTEN CONSENT TO CORPORATE ACTION
BY THE SOLE DIRECTOR OF
ENTERTAINMENT AND COMMUNICATIONS, INC.**

Pursuant to §607.0502(g), the undersigned being the Sole Director of ENTERTAINMENT AND COMMUNICATIONS, INC., (the "Corporation"), a corporation organized and existing under the laws of the State of Florida does hereby agree, consent to, adopt and order the following resolutions:

1. The undersigned hereby waives all formal requirements, including the necessity of holding a formal or informal meeting, and any requirements that notice of such meeting be given.

2. The following resolutions regarding the Change of Registered Agent and Registered Office are hereby adopted:

RESOLVED, that the Corporation's registered office shall be changed
from 21300 San Simeon Way, North Miami Beach, Florida 33179
to 1221 Brickell Avenue, Miami, Florida 33131

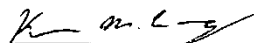
RESOLVED, that the Corporation's registered agent shall be changed
from KEVIN WAGNER
to MARSHALL R. PASTERNAK

RESOLVED, that henceforth the street address of the registered office of the Corporation and the street address of the business office of the Corporation's registered agent, as changed, shall be identical.

RESOLVED, that the action contained herein shall be effective as of the 31st day of May, 1995.

IN WITNESS WHEREOF, the undersigned being the Sole Director of the Corporation has executed the foregoing Written Consent to Corporate Action for the purposes expressed herein this the 31st day of May, 1995.

DIRECTOR:


KEVIN WAGNER