Corporation In[illegible]
Services, Inc.
1201 Hays Stre[illegible]
Tallahassee, Fl [illegible]2301
904-222-9171
904-222-0393 [illegible]x

800-342-8086

P95000019367

CSC networks

95 [illegible]

Mail To:
P.O. Box 5828
Tallahassee, FL 32314

ACCOUNT NO. : 072100000032

REFERENCE : ~~557776~~ 4656A

AUTHORIZATION : Patricia Pigott

COST LIMIT : $ 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 TRAURIG 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

FILED
95 MAR -9 PM 1:42
SEC[illegible]
TALLAHASSEE, FLORIDA

EXAMINER'S INITIALS: [illegible]

3-9-95
02 [illegible]

ARTICLES OF INCORPORATION
OF
ENTERTAINMENT AND COMMUNICATIONS GROUP, INC.

FILED
95 MAR -9 PM 1:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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:

Number of Shares Authorized	Par Value Per Share	Class of Stock
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.

Ken M. Wagner
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.

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

P95000019367

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

800-342-8086

CSC networks
PRENTICE HALL
LEGAL & FINANCIAL SERVICES

RECEIVED
95 JUN -2 AM 11:47
DIVISION OF CORPORATION

ACCOUNT NO. : 072100000032

REFERENCE : 609031 4656A

AUTHORIZATION : Patricia Pizzuto

COST LIMIT : $ 35.00

CA change

ORDER DATE : June 2, 1995

ORDER TIME : 11:23 AM

ORDER NO. : 609031

CUSTOMER NO: 4656A

RUSH WILL WAIT

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

800001504918

CHANGE OF AGENT

RUSH WILL WAIT

NAME: ENTERTAINMENT AND
COMMUNICATIONS GROUP, INC.

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

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

_______ CERTIFIED COPY
XX PLAIN STAMPED COPY

6/2/95
ADH
ADH
ADH
ADH
ADH

CONTACT PERSON: Lynne Roberts

GREENBERG

ATTORNEYS AT LAW

TRAURIG

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,

Betty Galvin

GREENBERG TRAURIG HOFFMAN LIPOFF ROSEN & QUENTEL, P. A.
1221 BRICKELL AVENUE MIAMI, FLORIDA 33131 305-579-0500 FAX 305-579-0717
MIAMI FORT LAUDERDALE WEST PALM BEACH TALLAHASSEE
NEW YORK WASHINGTON, D.C.

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

FILED
95 JUN -2

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 9, 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. PASTERNACK *** 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 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, Registered Agent

Dated: May 31, 1995

Filing Fee - $35.00

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. PASTERNACK

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