

LAW OFFICES
JEFFREY N. SCHATZMAN, P.A.
INTERNATIONAL PLAZA SUITE 2150
100 SOUTHEAST SECOND STREET
MIAMI, FLORIDA 33131

TELEPHONE (305) 579-2004

TELECOPIER (305) 577-4215

P95000032567

April 19, 1995

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

Re: Incorporation of U.S.
Direct Marketing, Inc.

Dear Sir/Madam:

Enclosed please find two original Articles of Incorporation for U.S. Direct Marketing, Inc., and a check in the amount of \$122.50 made payable to the Secretary of State, which represents the filing fee for the enclosed Articles and a certified copy of same. Please return the certified copy in the enclosed self-addressed envelope.

Very truly yours,

JEFFREY N. SCHATZMAN, P.A.


JEFFREY N. SCHATZMAN

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***122.50 ***122.50

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
65 APR 21 1995

ARTICLES OF INCORPORATION

- OF -

U.S. DIRECT MARKETING, INC.

The undersigned, for the purpose of forming a corporation under Chapter 607 of the Florida Statutes, hereby adopts the following Article of Incorporation.

**ARTICLE ONE
NAME**

The name of this Corporation is "U.S. Direct Marketing, Inc."

**ARTICLE TWO
STATEMENT OF CORPORATE NATURE**

The Corporation is organized for the purposes of engaging in all activities permitted under the laws of the United States of America and the State of Florida.

**ARTICLE THREE
TERM**

The Corporation shall have perpetual existence.

**ARTICLE FOUR
CAPITAL STOCK**

This Corporation is authorized to issue 100 shares of \$.01 par value stock which shall be designated "Common Shares".

Prepared by:
JEFFREY N. SCHATZMAN, ESQUIRE
JEFFREY N. SCHATZMAN, P.A.
100 Southeast Second Street
Suite 2250
Miami, Florida 33131

FILED
DIVISION OF
CORPORATIONS
95 APR 26 4:11:00 PM

**ARTICLE FIVE
INCORPORATOR**

The name and address of the incorporator of this Corporation is as follows:

<u>Name</u>	<u>Address</u>
JEFFREY N. SCHATZMAN	International Place 100 S.E. 2nd Street Suite 2250 Miami, Florida 33131

**ARTICLE SIX
LOCATION OF PRINCIPAL OFFICE
AND IDENTIFICATION OF REGISTERED AGENT**

The principal office for the transaction of business of this Corporation shall be located at International Place, 100 S.E. 2nd Street, Suite 2250, Miami, Fl 33131. The name of the resident agent at that address upon whom service of process may be served, is JEFFREY N. SCHATZMAN.

**ARTICLE SEVEN
INITIAL BOARD OF DIRECTORS AND OFFICERS**

I. **Board of Directors.** The Corporation shall have one (1) director initially. The number of directors may be either increased or diminished by the By-Laws, but shall never be less than one (1).

The name and business address of the initial director of this Corporation is:

<u>Name</u>	<u>Address</u>
John N. Grossman	c/o Jeffrey N. Schatzman, Esquire 100 S.E. 2nd Street Suite 2250 Miami, Florida 33131

II. **Corporate Officers.** The Board of Directors shall elect the following officers who shall manage the affairs of this Corporation.

John N. Grossman, President, CEO
Jennifer Sethre, Vice President

and such other officers as the Board of Directors may authorize from time to time in this Corporation's By-Laws.

ARTICLE EIGHT BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors.

ARTICLE NINE INDEMNIFICATION

The Corporation shall have the authority to indemnify any officer, director or member, or any former officer, director or member, to the full extent permitted by law.

ARTICLE TEN POWERS

This Corporation shall have all of the corporate powers enumerated in the Florida Business Corporations Act.

ARTICLE ELEVEN AMENDMENT OF ARTICLES

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

THE UNDERSIGNED, being the person herein named as incorporator of this Corporation, for the purpose of forming this Corporation under the Laws of the State of Florida, has executed these Articles of Incorporation this 14th day of April, 1995.


JEFFREY N. SCHATZMAN

FILED
DIVISION OF
CORPORATE
REGISTRATION
JUN 26 11:09 AM '95

DESIGNATION OF REGISTERED AGENT

**Certificate Designating Place of Business for the Service of Process
Within this State, Naming Agent Upon Whom Process May Be Served.**

(Attached to the Articles of Incorporation of

U.S. DIRECT MARKETING, INC.

and Made a Part Thereof)

Pursuant to Chapters 48.091 and 607.034, Florida Statutes, the following is submitted in compliance with said Acts and made a part of the Articles of Incorporation of said Corporation to which this document is attached:

THAT, U.S. Direct Marketing, Inc. desiring to organize as a corporation under the laws of the State of Florida, with its registered office as indicated in its Articles of Incorporation in the City of Miami, County of Dade, State of Florida, has named **JEFFREY N. SCHATZMAN**, located at International Place, 100 S.E. 2nd Street, Suite 2250, Miami, Florida 33131, as its Registered Agent to accept service of process within this State.

ACCEPTANCE

THAT, I agree as Registered Agent to accept Service of Process; to keep office open, during prescribed hours; to post my name (and any other officers of said Corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place in office as required by law.


JEFFREY N. SCHATZMAN,
Registered Agent

FILED
SECRETARY
APR 21 1995

LAW OFFICES
JEFFREY N. SCHATZMAN, P.A.
INTERNATIONAL PLACE SUITE 2250
100 SOUTHEAST SECOND STREET
MIAMI, FLORIDA 33131

TELEPHONE (305) 579-2004

FAX (305) 577-4215

P95000032567
July 30, 1996

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

200001917252
-08/09/96--01004--015
*****35.00 *****35.00

Re: Amendment to Articles of Incorporation
of U.S. Direct Marketing, Inc.

Dear Sir/Madam:

Enclosed please find an Amendment to Articles of Incorporation for U.S. Direct Marketing, Inc., and a check in the amount of \$35.00 made payable to the Secretary of State, which represents the filing fee for the enclosed Amendment.

Very truly yours,

JEFFREY N. SCHATZMAN, P.A.


JEFFREY N. SCHATZMAN

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 AUG -8 PM 1:53

APPROVED
AND
FILED

MAILED
8-8-96
Wm

AMENDMENT TO ARTICLES OF INCORPORATION
OF
U.S. DIRECT MARKETING, INC.

Article One of the Articles of Incorporation of U.S. Direct Marketing, Inc. is hereby amended to read as follows:

1. "ARTICLE ONE - NAME

The name of this Corporation shall be MAJOR ENTERTAINMENT CORPORATION"

2. This Amendment to Articles of Incorporation of U.S. Direct Marketing, Inc. was adopted by the written consent of the sole Director and Common Stockholder of the Corporation on July 25th, 1996.

IN WITNESS WHEREOF, this Amendment to the Articles of Incorporation of U.S. Direct Marketing, Inc. has been duly executed this 25th day of July, 1996 by the President of the Corporation, JOHN N. GROSSMAN.

U.S. DIRECT MARKETING, INC.

By: [Signature]

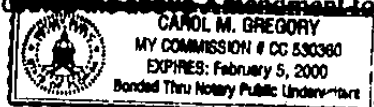
JOHN N. GROSSMAN, President

SECRET
ALLAH'S
FLORIDA

APPROVED
FILED

STATE OF FLORIDA)
) SS:
COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, duly authorized to take oaths and witness acknowledgments, personally appeared JOHN N. GROSSMAN, President of U.S. DIRECT MARKETING, INC., a Florida corporation, who, upon first being duly sworn under oath, acknowledged that he executed the above Amendment for the purposes therein expressed this 25 day of July, 1996.



7/25/96

[Signature], NOTARY PUBLIC
State of Florida at Large
My Commission Expires: