

195 000043240
GUNSTER, YOAKLEY, VALDES-FAULI & STEWART, P.A.

ATTORNEYS AT LAW
PHILLIPS POINT, SUITE 500 EAST
777 SOUTH FLAGLER DRIVE
WEST PALM BEACH, FLORIDA 33401-6194
P.O. BOX 4587
WEST PALM BEACH, FLORIDA 33408-4587

TELEPHONE (407) 655-1980
FAX (407) 655-5677

OUR FILE NUMBER 12988.0900
WRITER'S DIRECT DIAL NUMBER 650-0726

OTHER OFFICES IN:
MIAMI, FL (305) 376-6000
FT. LAUDERDALE, FL (305) 462-2000
PALM BEACH, FL (407) 655-1980
STUART, FL (407) 288-1980
TALLAHASSEE, FL (904) 222-6660

May 26, 1995

VIA FEDERAL EXPRESS
Corporate Records Bureau
Division of Corporations
Department of State
409 E. Gaines Street
Post Office Box 6327
Tallahassee, Florida 32314

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MAY 30 PM 1:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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-05/30/95--01064--018
***122.50 ***122.50

Re: Celia Lipton Productions, Inc.

Dear Sir or Madam:

Enclosed please find an original and a duplicate of the Articles of Incorporation and of the Acceptance of Registered Agent for the above referenced corporation. Also enclosed is a check in the amount of \$122.50 which represents the following:

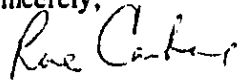
| | |
|---|----------|
| Receiving, filing and indexing Articles of Incorporation | \$35.00 |
| Certified copy of Articles of Incorporation | \$52.50 |
| Registered Agent Fee | \$35.00 |
| Total | \$122.50 |

SDU

The original is to be filed in your office and the copy certified and returned to this office using the enclosed stamped, self-addressed envelope.

Please telephone me if there is any reason why the Articles will not be filed immediately.

Sincerely,



Rose Carbone
Legal Assistant

Enclosures

cc: Bette Kester Conrad, Esq.
138369

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TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION
OF
CELIA LIPTON PRODUCTIONS, INC.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

Article I

Name

The name of the corporation is CELIA LIPTON PRODUCTIONS, INC. filed pursuant to provisions of Section 607.0401 of Florida Statutes.

Article II

Duration

This corporation shall have a perpetual existence.

Article III

Purpose

This corporation is organized for the purpose of transacting any and all lawful business.

Article IV

Address

The principal place of business or mailing address of this corporation shall be:

c/o Bette Kester Conrad
Gunster, Yoakley & Stewart P.A.
777 South Flagler Drive, Suite 500-East
West Palm Beach, Florida 33401

Article V

Capital Stock

This corporation is authorized to issue 100 shares of Common Stock, ONE CENT (\$.01) par value per share.

Article VI

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is c/o Peter Van Andel, Gunster, Yoakley & Stewart, P.A., 777 South Flagler Drive, Suite 500-East, West Palm Beach, Florida 33401 and the name of the initial registered agent of this corporation at the address is Peter Van Andel. Pursuant to Florida Statute 607.0501(3), a written acceptance is attached.

Article VII

Initial Board of Directors

This corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time by the Bylaws but shall never be less than one (1). The name and address of the initial director of this corporation is listed below:

Albert J. Sokol

c/o Bette Kester Conrad, Esq.
Gunster, Yoakley & Stewart, P.A.
777 South Flagler Drive, Suite 500-East
West Palm Beach, Florida 33401

Article VIII

Incorporator

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

Bette Kester Conrad
777 South Flagler Drive, Suite 500-East
West Palm Beach, Florida 33401

Article IX

Powers

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

Article X

Indemnification

Provided the person proposed to be indemnified is not shown to have not satisfied the requisite standard of conduct for permissive indemnification by a corporation as specifically set forth in the applicable provisions of the Florida Business Corporation Act (currently, Sections 607.0850(1) and (2) of the Florida Statutes), as may be amended from time to time, this corporation shall indemnify its officers and directors, and may indemnify its employees and agents, from and against any and all of the expenses or liabilities incurred in defending a civil or criminal proceeding, or other matters referred to in or covered by said provisions, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings, both as to action in their official capacity and as to action in any other capacity while an officer, director, employee or other agent. The indemnification provided for herein shall not

be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, agreement, vote of shareholders or disinterested directors or otherwise. The indemnification provided herein shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs, the personal and other legal representatives of such person, and an adjudication of liability shall not affect the right to indemnification for those indemnified.

Article XI

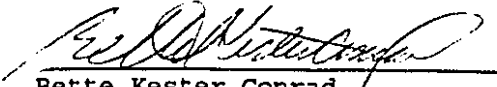
Amendment

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders are subject to this reservation.

Article XII

Bylaws

The Bylaws may be adopted, altered, amended, or repealed by either the shareholders or the Board of Directors, but the Board of Directors may not amend or repeal any Bylaw adopted by shareholders if the shareholders specifically provide such Bylaw is not subject to amendment or repeal by the directors.


Bette Kester Conrad
Incorporator

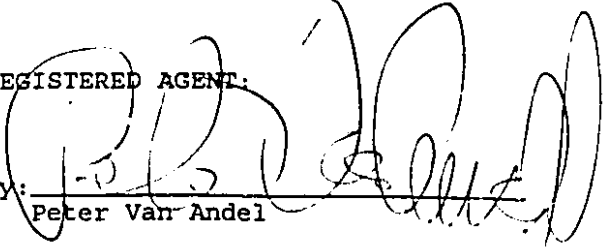
DATED: May 25, 1995

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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for CELIA LIPTON PRODUCTIONS, INC., a Florida corporation (the "Corporation"), in the foregoing Articles of Incorporation, I, on behalf of the Corporation, hereby state I am familiar with and agree to accept the duties and responsibilities as registered agent for said Corporation and to comply with any and all Florida Statutes relative to the complete and proper performance of the duties of registered agent.

REGISTERED AGENT:

By: 
Peter Van Andel

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