

1201 HAYS STREET

TALLAHASSEE, FL 32301

904

22-039

800-42-8086



networks

PRESTICE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 608216 11077A

AUTHORIZATION : Patricia P. Pitt

COST LIMIT : \$ 70.00

ORDER DATE : June 1, 1995

ORDER TIME : 3:47 PM

ORDER NO. : 608216

CUSTOMER NO: 11077A

800001505573

CUSTOMER: Jeannette Chambers, Legal Asst
LEVINE THALL PLOTKIN &
MENNIN, LLP
1740 Broadway

New York, NY 10019

DOMESTIC FILING

NAME: HONEY PRODUCTIONS, INC.

XXX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

~~XXXX~~ CERTIFIED COPY
~~XXXX~~ PLAIN STAMPED COPY
~~XXXX~~ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Danny G. Smith

EXAMINER'S INITIALS:

T. BROWN JUN - 6 1995

FILED
95 JUN 12 PM 1:02
RECEIVED
95 JUN 12 PM 1:42
SECRETARY OF STATE
DIVISION OF CORPORATION
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
HONEY PRODUCTIONS, INC.

FILED
95 JUN -2 PM 1:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

HONEY PRODUCTIONS, INC.

The address of the principal office of this corporation shall be 5645 Granada Boulevard, Coral Gables, Florida 33146, 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 200 shares of common stock having no par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

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 one Director, initially. The names and addresses of the initial members of the Board of Directors are:

Barry Brown
Dir.

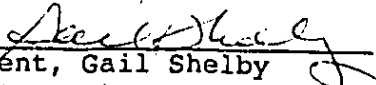
5645 Granada Boulevard
Coral Gables, Florida 33146

ARTICLE VII. INCORPORATOR

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

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

The undersigned incorporator has executed these Articles of Incorporation on June 2, 1995.


Its Agent, Gail Shelby
Incorporator

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical 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.

By: 
Its Agent, Gail Shelby

Authorized Service Representative
Corporation Service Company

TAC/dgs

1204 HAYS STREET
TALLAHASSEE, FL 32304
904-222-9171
904-222-0393 FAX

800-342-8086

CSC networks
PRACTICE HALL
LEGAL & FINANCIAL SERVICES

P95000043306

95 JUN 26 11 43 AM '95
DIVISION OF CORPORATION

ACCOUNT NO. : 072100000032

REFERENCE : 608216 11077A

AUTHORIZATION :

COST LIMIT : \$ 35.00

Patricia Pizito

ORDER DATE : June 1, 1995

ORDER TIME : 1:58 PM

ORDER NO. : 608216

600001522936

CUSTOMER NO: 11077A

CUSTOMER: Jeannette Chambers, Legal Asst
Levine Thall Plotkin &
1740 Broadway

New York, NY 10019

CHANGE OF AGENT

NAME: HONEY PRODUCTIONS, INC.

FILED
95 JUN 26 AM 11:43
SECRETARY OF STATE
TALLAHASSEE FLORIDA

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY

CONTACT PERSON: Angela Lane

6/26
John
RA
Change

Florida Department of State, Jim Smith, Secretary of State

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of FLORIDA submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1a. The name of the corporation is: HONEY PRODUCTIONS

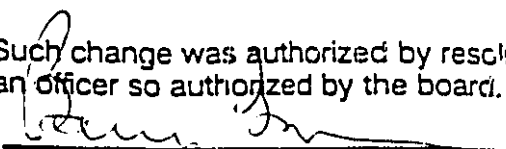
1b. Date of incorporation 6/2/95 Document number

2. The name and address of the current registered agent and office:
Corporation Service Company, 1201 Hays Street,
Tallahassee, Florida 32301

3. The name and address of the new registered agent and office:
(P.O. Box Not Acceptable)
Barry Brown c/o 5645 Granada Blvd.
Coral Gables, FL 33146

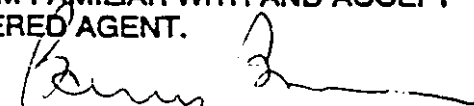
The street address of its registered agent and the street address of the business office of its registered agent as changed will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.


6/16/95 SIGNATURE
DATE

Barry Brown - Pres
Typed or printed name and title

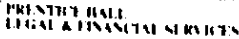
HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

SIGNATURE 
DATE 6/16/95 (Registered Agent)

Division of Corporations, P.O. Box 6327, Tallahassee, FL 32314

RECEIVED

DIVISION OF CORPORATION



COST LIMIT : \$ 35.00

New York, NY 10019

EXAMINER'S INITIALS:

RECEIVED
95 MAR 29 PM 4:18
SECURITY OF STATE
TALLAHASSEE, FLORIDA

NAME: Name Change
INITIALS: DC
4-1-96

FILED
96 MAR 29 PM 4:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION

ARTICLE I of the Articles of Incorporation of
HONEY PRODUCTIONS, INC. shall be amended to read as
follows:

ARTICLE I. NAME

The name of the corporation shall be:

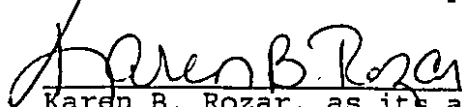
SPRINGTIME PRODUCTIONS INC.

All other paragraphs and articles of the Articles of
Incorporation shall remain unchanged.

The foregoing amendment was adopted by the Incorporator
without shareholder action because shareholder action was not
required.

The foregoing amendment was adopted on the 29th day
of March, 1996.

Corporation Service Company


Karen B. Rozar, as its agent