1201 Hays Street
[illegible]lahassee, F[illegible]
[illegible]71
[illegible]22-039[illegible]

800-[illegible]2-8086

P95000043306

CSC networks
PRENTICE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 608216 11077A

AUTHORIZATION : Patricia Pyvik

COST LIMIT : $ 70.00

ORDER DATE : June 1, 1995

ORDER TIME : 3:47 PM

ORDER NO. : 608216

CUSTOMER NO: 11077A

300001505573

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

New York, NY 10019

FILED
95 JUN 12 PM 1:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
95 JUN -2 PM 4:42
DIVISION OF CORPORATION

DOMESTIC FILING

NAME: HONEY PRODUCTIONS, 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: T. BROWN JUN - 6 1995

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

ARTICLES OF INCORPORATION
OF
HONEY PRODUCTIONS, INC.

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

<u>ARTICLE VII. INCORPORATOR</u>

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

<u>ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN ARTICLES OF INCORPORATION</u>

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

P950000043306

1201 Hays Street
Tallahassee, Fl 32301
904-222-9171
904-222-0193 FAX

800-342-8086

CSC networks
PRENTICE HALL
LEGAL & FINANCIAL SERVICES

95 JUN 26 9 2
DIVISION OF CORPORATION

ACCOUNT NO. : 072100000032

REFERENCE : 608216 11077A

AUTHORIZATION : Patricia Pizzito

COST LIMIT : $ 35.00

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

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

CHANGE OF AGENT

NAME: HONEY PRODUCTIONS, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XX ____ PLAIN STAMPED COPY

CONTACT PERSON: Angela Lane

6/26
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.

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

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

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.

SIGNATURE

Barry Brown - Pres
Typed or printed name and title

6/16/95
DATE

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
(Registered Agent)

DATE 6/16/95

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

CR2E045 (7-91) FILING FEE: $35.00

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1201 HAYS STREET

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96 MAR 29 PM 3:07

DIVISION OF CORPORATION

CSC networks

PRENTICE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 900811 4808124

AUTHORIZATION : Patricia Pizzuto

COST LIMIT : $ 35.00

ORDER DATE : March 29, 1996

ORDER TIME : 12:53 PM

ORDER NO. : 900811

CUSTOMER NO: 4808124

CUSTOMER: Conrad Rippy, Esq
Levine Thall Plotkin & Mennin,
1740 Broadway

New York, NY 10019

DOMESTIC AMENDMENT FILING

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

NAME: HONEY PRODUCTIONS, INC.

XX ARTICLES OF AMENDMENT
_____ RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

_____ CERTIFIED COPY
XX PLAIN STAMPED COPY
_____ CERTIFICATE OF GOOD STANDING

Name Change

CONTACT PERSON: Victoria L. Perez

EXAMINER'S 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

Karen B. Rozar, as its agent