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THE LAW FIRM OF
RUBIN & RUBIN, P.A.
BISCAYNE CENTRE
SUITE 802

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NORTH MIAMI, FLORIDA 33181

DEBRA E. RUBIN*
RANDALL L. RUBIN*
*ALSO ADMITTED IN CALIFORNIA

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June 15, 1995

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

RE: Article of Incorporation

Dear Sir or Madam:

Enclosed please find two copies of an Article of Incorporation, along with a check in the amount of \$70.00. At this time I would appreciate it if you would send me a stamped filed copy in the enclosed self addressed stamped envelope. If you have any questions or need any additional information, please call me prior to sending me back to Articles in order to correct any problems. Thank you for your prompt attention and cooperation to this request.

Very truly yours,

Randall L. Rubin

Randall L. Rubin

RLR/ld
Enclosure

JUN 21 1995 BSB

FILED
95 JUN 19 AM 10:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
HOLLYWOOD EAST ENTERTAINMENT COMPANY

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be : Hollywood East Entertainment Company. Its business shall be carried on in the State of Florida, in the United States of America, and elsewhere, as may be authorized by its Board of Directors.

ARTICLE II

The general nature of the business to be transacted by the corporation shall be that provided below:

a) To apply for, hold, purchase, acquire or otherwise deal in letters patent or copy rights of the United States or other countries, to work, operated or develop the same or to carry on any business, manufacturing or otherwise, which may directly or indirectly affect those objects or any of them; to guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of capital stock or any bonds, securities or other evidences of indebtedness created by any person or corporation of this state or any other state, nation, country or government, and while owner of said stock, may exercise all the rights and privileges of ownership, including the right to vote thereon as natural persons might or could do.

b) To loan money on real estate and personal property.

c) To enter into, make or perform contracts of any kind with any person, association, corporation, municipality, body politic, county, country, territory, state, government or colony, or any dependency thereof, and without limit as to amount, draw, make, accept, endorse, discount, execute, and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures, and all other negotiable instruments and evidences of indebtedness whether secured by mortgage, bond or otherwise, as well as to secure the same mortgage, bond or otherwise.

d) To do any and all of the things herein set forth and all other things permissible by law to the same extent as natural persons might or could do and in any part of the world as principals, agents, contractors, or otherwise, and either alone or in company with others, purchase, hold, and re-issue any of the shares of its capital stock.

e) To act as Trustee for any form of property, claim or right.

f) To perform services and to engage in every aspect and phase of business under the laws of the State of Florida that a Florida corporation is authorized to render.

g) To do each and everything necessary and proper for the accomplishment or furtherance of any of the purposes or objectives of the Corporation enumerated in these Articles of Incorporation, of any amendment thereof, necessary or incidental to the protection and benefit of the Corporation; and, generally, either alone or in association with other corporations, firms or individuals, to carry on any lawful pursuits necessary or incidental to the accomplishment or furtherance of such purposes or objects of this corporation.

h) Development and production of T.V. and film projects.

ARTICLE III

The maximum number of shares that the Corporation is authorized to have outstanding at any one time shall be One Thousand (1,000) shares of common stock at a par value of \$1.00 per share.

ARTICLE IV

The amount of capital with which the corporation will begin business shall be \$1,000.00.

ARTICLE V

The principal office of this corporation will be 1221 Brickell Avenue, 9th Floor, Miami, Florida 33131.

ARTICLE VI

The names and post office addresses of the first Board of Directors, who shall hold office for the first year of the corporation's existence, or until their successors are elected and have qualified, are as follows:

Name: Warren Kornblum & Cindy Perlman

Address : 1221 Brickell Avenue
9th Floor
Miami, Florida 33131

CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR DOMICILE FOR THE SERVICES OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

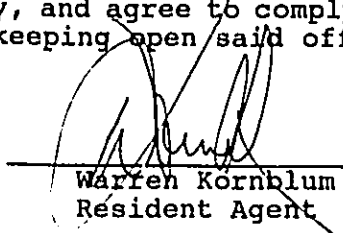
ARTICLE VII

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First. Hollywood East Entertainment Company, desiring to organize under the laws of the State of Florida, with its registered office indicated in the Articles of Incorporation, at 1221 Brickell Avenue, 9th Floor, Miami, Florida 33131, County of Dade, State of Florida, has named Warren Kornblum as its agent to accept service of process within this state.

ACKNOWLEDGMENT;

Having been named to accept service of process for the above stated corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office:



Warren Kornblum
Resident Agent

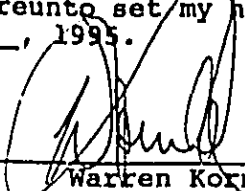
ARTICLE VIII

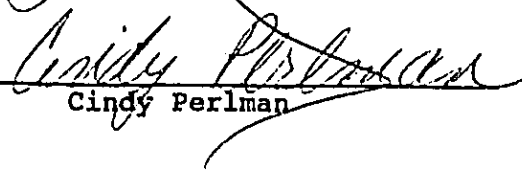
The name and address of the subscribers to the Articles of Incorporation and the amount of stock they agree to take are as follows:

NAME	ADDRESS	NUMBER OF SHARES
Warren Kornblum	1221 Brickell Avenue 9th Floor Miami, Fl 33131	500
Cindy Perlman	1221 Brickell Avenue 9th Floor Miami, Florida 33131	500

The Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders, and approved at a Stockholder's Meeting by a majority of the stockholders entitled to vote thereon, unless all the directors and all the Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this
15th day of June, 1995.

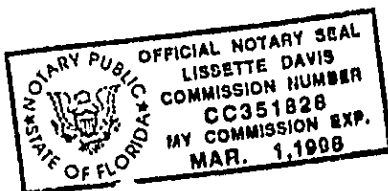

Warren Kornblum

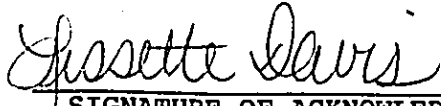

Cindy Perlman

State of Florida
County of Dade

THE FOREGOING INSTRUMENT was acknowledged before me
this 15th day of June, 1995, by Warren Kornblum
& Cindy Perlman, as the Incorporators of HOLLYWOOD EAST
ENTERTAINMENT COMPANY, who are personally known to me or who has
produced personally known
as identification and who did/did not take an oath.

WITNESS my hand and official seal in the County and State
named above, this 15th day of June, 1995.




SIGNATURE OF ACKNOWLEDGER

Lissette Davis

Typed Name of Acknowledger

Notary Public

Title

CC351828

Serial Number