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DIANA C. ROSS  
5200 Northeast 14 Way #303  
Fort Lauderdale, FL 33334

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

FILED  
JUL -3 PM 3:33  
SECRET  
TALLAHASSEE

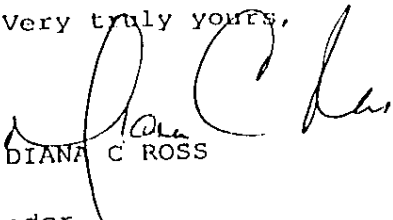
Dear Sir or Madam:

Please find enclosed two originally executed copies of the Articles of Incorporation of TRI-ARK ENTERTAINMENT GROUP INT'L. accompanied by a check for \$70.00 representing the filing fees.

Please be so kind as to file same and return one completed copy in the enclosed envelope. Should you have any questions, please do not hesitate to call 305/784-5432 and speak with the Incorporator RAYMOND SHARP.

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\*\*\*\*\*70.00 \*\*\*\*\*70.00

Very truly yours,

  
DIANA C. ROSS

:dcr  
encs.

RECEIVED JUL / 1995

ARTICLES OF INCORPORATION

OF

TRI-ARK ENTERTAINMENT GROUP INT'L INC.

ARTICLE I

The name of this corporation is

TRI-ARK ENTERTAINMENT GROUP INT'L INC.

ARTICLE II

This corporation shall have perpetual existence.

ARTICLE III

This corporation is organized for the purpose of transacting any or all lawful business permitted under the laws of the United States and the State of Florida; which purpose shall include, but not be limited to, any and all facets of the entertainment industry.

ARTICLE IV

This corporation is authorized to issue 100 shares of common stock with TEN DOLLARS (\$10.00) par value per share, which shall be designated "Common Shares."

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## ARTICLE V

### Section 1.

Dividends: The directors may declare and pay dividends upon the Common Shares.

### Section 2.

Rights Upon Liquidation or Dissolution: In the event of any voluntary or involuntary liquidation, dissolution or winding up of this corporation, the remaining assets of this corporation shall be payable to and distributed ratably among the holders of record of the Common Shares.

### Section 3.

Voting Rights: Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

## ARTICLE VI

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional

shares) at the price at which it is offered to others.

#### ARTICLE VII

The street address of the initial principal office of this corporation is:

1439 South Ocean Boulevard #102, Pompano Beach, FL 33062

and the name of the initial Registered Agent of this corporation is:       DIANA C. ROSS

whose address is:

5200 Northeast 14th Way #303  
Ft Lauderdale, Florida 33334

#### ARTICLE VIII

This corporation shall have FIVE (5) directors initially. The number of directors may be either increased or decreased from time to time by the By-Laws, but shall never be more than FIVE (5) or less than one (1). The names and addresses of the initial directors of this corporation are:

ESTHER SHARP:       1439 South Ocean Boulevard #102  
Pompano Beach, Florida 33062

RAYMOND SHARP:       1439 South Ocean Boulevard #102  
Pompano Beach, Florida 33062

WALTER THEIL SHAW: 5850 Northeast 14 Terrace  
Fort Lauderdale, Florida 33334

WALTER LOUIS SHAW: 5200 Northeast 14 Way #303  
Fort Lauderdale, Florida 33334

DIANA C. ROSS: 5200 Northeast 14 Way #303  
Fort Lauderdale, Florida 33334

JASON BERKMAN: 11111 Biscayne Boulevard  
N. Miami, Florida 33161

WALTER TROUTMAN: 11111 Biscayne Boulevard  
N. Miami, Florida 33161

SID LEBOW: 225 Fifth Avenue  
New York, NY

STEVEN LEFTON SHARP:  
1550 North Lake Shore Drive  
Chicago, IL

#### ARTICLE IX

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

RAYMOND SHARP: 1439 South Ocean Boulevard #102  
Pompano Beach, Florida 33062

#### ARTICLE X

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

#### ARTICLE XI

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors acting alone and in the shareholders acting alone, except that only the shareholders shall have the power to adopt, alter, amend or repeal By-Laws effecting restrictions on the sale, transfer or other disposition of any corporation stock.

#### ARTICLE XII

Shares of capital stock of this corporation shall be issued initially to the following persons in the amount set forth opposite his name:

ESTHER SHARP: 1 SHARE  
RAYMOND SHARP: 97 SHARES  
WALTER THEIL SHAW: 1 SHARE  
DIANA C. ROSS: 1 SHARE

All shares held by shareholders may not be resold or otherwise transferred to other persons unless such shares are first offered to this corporation or, upon refusal, to the remaining shareholders. The price and terms at which and the time within which such shares may be offered and sold and, further, specifically to whom offered, shall be specified in detail in the By-Laws of this corporation.

The adoption, alteration, amendment or repeal of any By-Law dealing with transfer of stock shall require a unanimous vote of the shareholders of the corporation.

#### ARTICLE XIII

Fifty-one percent (51%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

If a quorum is present, the affirmative vote of fifty-one percent (51%) of the shareholders represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

#### ARTICLE XIV

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 in subject to this reservation; however, a unanimous vote of the shareholders is required to amend or repeal any provisions contained in these Articles of Incorporation regarding the restrictions on ownership, transfer, sale or other disposition of stock.

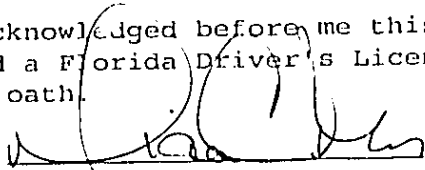
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 27th day of June, 1995.

  
RAYMOND SHARP

STATE OF FLORIDA )

COUNTY OF BROWARD )

THE FOREGOING instrument was acknowledged before me this 27th day of JUNE, 1995, by who produced a Florida Driver's License as identification and who did take an oath.

  
NOTARY PUBLIC, STATE OF FLORIDA

Commission Expires:



DIANA C. ROSS  
MY COMMISSION # CC309530 EXPIRES  
September 28, 1997  
BONDED BY TROY FAIR INSURANCE, INC.

FILED  
1995 JUL -3 PM 3:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA