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MILLER AND SQUIRE, CHARTERED
ATTORNEYS AND COUNSELORS AT LAW

500 N.E. THIRD AVENUE
FORT LAUDERDALE, FLORIDA 33301

FILED

95 JUL 18 AM 10:11

RECEIVED
TALLAHASSEE, FLORIDA
JUL 18 1995

STEVEN SQUIRE

JOEL SQUIRE
JOEL SQUIRE

July 14, 1995

RECEIVED
JUL 18 1995
TALLAHASSEE, FLORIDA
JUL 18 1995

Secretary of State
Bureau of Corporate Records
P. O. Box 6327
Tallahassee, Florida 32314

Re: MSL ENTERTAINMENT, INC.
Our File No. 95-403

Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation for the captioned corporation. After this has been filed of record, please return a Certified Copy of the Articles of Incorporation to this office.

Also enclosed in my check in the sum of \$122.50 to cover the following costs:

Resident Agent's Designation	\$ 35.00
Certified Copy of Charter	\$ 52.50
Filing Fee	\$ 35.00
TOTAL	\$122.50

I have a reservation name and the reservation number is R95-000003127.

Very truly yours,

MILLER AND SQUIRE, CHARTERED

STEVEN F. SQUIRE

SFS/bjp

Enclosures

44
7-20-95

ARTICLES OF INCORPORATION
OF
MSL ENTERTAINMENT, INC.

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The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLES I

The name of the corporation shall be MSL ENTERTAINMENT, INC.

ARTICLE II

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, county, territory or nation.

ARTICLE III

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is Seven Thousand (7000) shares of common stock with a par value of One (\$1.00) Dollar per share. The actual consideration to be paid for each share shall be fixed by the Board of Directors.

ARTICLE IV

The amount of capital with which this corporation will begin business is not less than Five Hundred (\$500.00) Dollars.

ARTICLE V

This corporation is to exist perpetually.

ARTICLE VI

The initial post office address of the principal office of this corporation in the State of Florida shall be 3012 Northeast 21st Terrace, Fort Lauderdale, FL 33306. The Board of Directors may from time to time move the principal office to any other address in the State of Florida. The Registered Agent shall be Steven F. Squire and the Registered Agent's office address shall be 500 Northeast Third Avenue, Fort Lauderdale, Florida 33301.

ARTICLE VII

This corporation shall have not less than one director; the number of directors may be increased from time to time by By-Laws adopted by the stockholders, but shall never be less than one, and shall be elected in accordance with the By-Laws.

ARTICLE VIII

The name and post office addresses of the members of the first Board of Directors are:

Michael S. Lanford
3012 Northeast 21st Terrace
Fort Lauderdale, FL

ARTICLE IX

The name and post office address of the subscriber to these Articles of Incorporation, the number of shares of stock he agrees to take and the consideration therefor is:

NAME	NUMBER OF SHARES	CONSIDERATION
Steven F. Squire	500	\$500.00

ARTICLE X

These 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 stock entitled to vote therein.

ARTICLE XI

Special provisions for the regulation of the corporation are:

Section 1: The annual meeting of the stockholders and the directors of this corporation shall be fixed by the By-Laws.

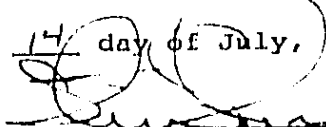
Section 2: The officers of this corporation shall be a president, vice president, secretary and treasurer and such other officers as the Board of Directors may deem necessary. Any one person may hold two such offices, provided, however, that the president shall not hold the office of secretary and assistant secretary.

Section 3: The directors of the corporation are specifically authorized to accept in payment for the capital stock of the corporation either assignment or transfer of any real property or personal property. Said discretion of the Board of Directors shall be final and upon the issuance of said stock in exchange for a

conveyance of real or personal property, said stock shall thereafter be considered as fully paid and non-assessable and may not be questioned by any future stockholder or member of the Board of Directors.

I, the undersigned, being the original subscriber and incorporator of the foregoing corporation, do hereby certify that the foregoing constitutes the proposed charter of said corporation. The undersigned further consents to act as the registered agent of the corporation.

WITNESS my hand and seal this 14 day of July, 1995.


Steven F. Squire, Incorporator

STATE OF FLORIDA
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 14 day of July, 1995, by Steven F. Squire, _____ who is personally known to me or _____ who has produced his _____ Florida driver's license or _____ as identification.


(Signature of Notary)

(Typed/printed name of Notary)
Notary Public-State of Florida
Serial number (if any) _____
My commission expires: _____



BARBARA J. PYHEL
MY COMMISSION # CC 195210 EXPIRES
April 22, 1996
BONDED THRU TROY FAIR INSURANCE, INC

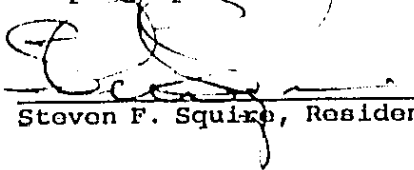
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED**

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

That MSL ENTERTAINMENT, INC. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at City of Fort Lauderdale, County of Broward, State of Florida has named Steven F. Squire, located at 500 Northeast Third Avenue, City of Fort Lauderdale, County of Broward, State of Florida, 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.


Steven F. Squire, Resident Agent

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CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA