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SUSSMANE & ZAPPEL, P.C.
5 Union Square West
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New York, New York 10003

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FILED
95 AUG 22 AM 10:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

August 17, 1995

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

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-08/21/95--01096--001
*****70.00 *****70.00

Re: UNION SQUARE TALENT MANAGEMENT, INC.

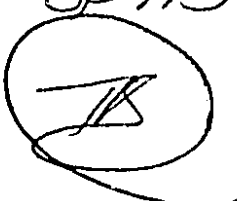
Dear Sir or Madam:

Enclosed are the original Articles of Incorporation for
filing and a copy and our check for \$70.00.

Please return to us a filed copy.

Very truly yours,


Ken Sussmane

8/22/95


ARTICLES OF INCORPORATION
OF
UNION SQUARE TALENT MANAGEMENT, INC.
(A FLORIDA CORPORATION)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, hereby make, subscribe, acknowledge and file these Articles of Incorporation for the purpose of becoming a corporation for profit under the laws of the State of Florida and do hereby further certify that I have become such corporation under and pursuant to the following Articles of Incorporation:.

ARTICLE I

The name of this corporation is:

UNION SQUARE TALENT MANAGEMENT, INC.

ARTICLE II

The corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III

The maximum number of shares of stock which this corporation is authorized to have outstanding at any time is:

One Thousand (1,000) Shares with a par value of One Cent (\$.01) each, amounting to Ten Dollars (\$10.00).

ARTICLE IV

The amount of capital with which this corporation shall and does hereby begin business shall and is the sum of Ten DOLLARS (\$10.00).

ARTICLE V

This corporation shall have perpetual existence.

ARTICLE VI

The initial registered office and principal office of this corporation are located at:

13691 Deering Bay Drive
Miami, Florida 33158

The name of the initial Registered Agent of this Corporation is Fay Sussmane.

The corporation's mailing address is:

13691 Deering Bay Drive
Miami, Florida 33158

ARTICLE VII

The number of the Directors of this corporation shall be one (1). The number may be increased from time to time in accordance with the by-laws adopted by the stockholders.

ARTICLE VIII

The name and address of the first Board of Directors, who subject to the provisions of this Articles of Incorporation, by-laws of this corporation and the laws of the State of Florida, shall hold office for the first year of the corporation's existence or until their successors are elected and qualified.

<u>Name</u>	<u>Street Address</u>
Elaine Zapfel	5 Union Square West New York, New York 10003

ARTICLE IX

The name and address of the incorporator is as follows:

<u>Name</u>	<u>Street Address</u>
Elaine Zapfel	5 Union Square West New York, New York 10003

ARTICLE X

The officers of this corporation shall be a President, a Secretary, and such other officers, agents and factors as may be deemed necessary, including one or more Vice Presidents. All officers, agents and factors shall be chosen in such manner, hold their offices for such terms and have such powers and duties as may be prescribed by the by-laws of the corporation or determined by the Board of Directors.

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of

Incorporation in the manner now or hereafter prescribed by law, and all rights conferred on stockholders therein are granted subject to this reservation.

UNION SQUARE TALENT MANAGEMENT, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation in Miami, County of Dade, State of Florida, has named Fay Sussmane, located at 13691 Deering Bay Drive, Miami, County of Dade, State of Florida 33158, as its agent to accept service of process within this State.

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for said corporation at the place designated in the Articles of Incorporation.

By: Fay Sussmane
Fay Sussmane, Registered Agent

IN WITNESS WHEREOF, I the undersigned incorporator has hereunto set his my hand and seal this 17th day of August, 1995, for the purpose of forming this corporation under the office of the Secretary of State of the State of Florida, those Articles of Incorporation and certify and certify the facts herein stated are true.

Elaine Zapfel
Elaine Zapfel, Incorporator

STATE OF NEW YORK)
): ss.
COUNTY OF NEW YORK)

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TALLAHASSEE, FLORIDA

BEFORE ME, the undersigned authority, personally appeared Elaine Zapfel, to me well known and known to me to be the person described in and who executed the foregoing Articles of Incorporation, and before me he acknowledged his signature to be his free act and deed for the uses and purposes expressed therein.

WITNESS my hand and official seal this 17th day of August, 1995.

Michelle M. August
Notary Public in and for the
County and State aforesaid

My Commission Expires:

MICHELE M. AUGUST
Notary Public, State of New York
No. 01-4801426
Qualified in New York County
Commission Expires June 2, 1996

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