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LAW OFFICES
RICHARD N. FRIEDMAN
SUITE 612 DADELAND TOWERS
9200 SOUTH DADELAND BOULEVARD
MIAMI, FLORIDA 33156
TELEPHONE (305) 870-2233
TELEFAX (305) 870-2236
ESTABLISHED 1968

ALSO ADMITTED IN
DISTRICT OF COLUMBIA

August 10, 1995

100001569391
-08/25/95--01021--010
***122.50 ***122.50

Secretary of State
State of Florida
Capitol Building
Tallahassee, Florida 32301

ATTENTION: DIVISION OF CORPORATIONS

IN RE : SEA TO SEA ENTERTAINMENT AGENCY, INC.

Dear Sir:

Enclosed please find the original and one (1) copy of the Articles of Incorporation and Certificate Designating Registered Agent of SEA TO SEA ENTERTAINMENT AGENCY, INC.

The one duplicate copy of the Articles of Incorporation has been subscribed and acknowledged by the subscriber(s) in the same manner and form as the original. Please accept the Articles of Incorporation for filing and return to me one copy as soon as possible.

You will find enclosed a check in the amount of \$122.50 to cover the following fees:

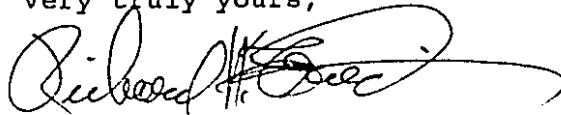
Filing fee	\$ 35.00
Registered Agent Designation	35.00
One certified copy of the Articles of Incorporation	<u>52.50</u>

TOTAL

\$ 122.50

Your earliest attention to the foregoing will be greatly appreciated.

Very truly yours,


RICHARD N. FRIEDMAN

Enclosures

SAB
8/28/95

ARTICLES OF INCORPORATION
OF
SEA TO SEA ENTERTAINMENT AGENCY, INC.

FILED
55 MAR 24 1966
FBI
NEW YORK

ARTICLE I - NAME

The name of this corporation is SEA TO SEA ENTERTAINMENT AGENCY, INC. (hereinafter "Corporation").

ARTICLE II - DURATION

This Corporation shall exist perpetually, commencing on the date of filing of these Articles.

ARTICLE III - PURPOSE

This Corporation is organized for the following purposes:
To operate as a talent agency, and to do all or anything connected therewith or incidental thereto in connection with the foregoing, and for the purpose of transacting any or all lawful businesses of any kind or description permitted by law.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 5,000 shares of (\$.001) par value common stock, which shall be designated "Common Shares".

ARTICLE V - PREEMPTIVE RIGHTS

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 pro rata share thereof (as nearly as may be done without issuance of

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

ARTICLE VI - INITIAL REGISTERED OFFICE
AND AGENT; REGISTERED AGENT

The street address of the initial registered office of this Corporation is: 19800 SW 180th Avenue, #8
Miami, Florida 33187.

and the name of the initial registered agent of this Corporation is: MARGARET W. DALE.

The name and street address of the Resident Agent is:

Margaret W. Dale
19800 SW 180th Avenue, #8
Miami, Florida 33187

ARTICLE VII - PRINCIPAL OFFICE OF CORPORATION

The principal office of the Corporation is located at:

19800 SW 180th Avenue, #8
Miami, Florida 33187

The principal office of the Corporation may be changed from time to time by the Directors of the Corporation by an amendment to the Corporation's By-Laws.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This Corporation shall have four (4) directors initially. The number of directors may be increased from time to time by the By-Laws, but shall never be less than three (3). The names and addresses of the initial directors of the Corporation are :

GERALD D. DALE
19800 SW 180th Avenue, #8
Miami, Florida 33187

MARGARET W. DALE
19800 SW 180th Avenue, #8
Miami, Florida 33187

CYNTHIA A. DINARDO
19800 SW 180th Avenue, #15
Miami, Florida 33187

CESAR BARE
19800 SW 180th Avenue, #15
Miami, Florida 33187

ARTICLE IX - INCORPORATORS

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

RICHARD N. FRIEDMAN, Esquire
Suite 612
9200 So. Dadeland Blvd.
Miami, Florida 33156

ARTICLE X - INDEMNIFICATION

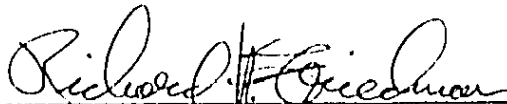
The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law. In addition, this Corporation shall have the power to make any other or further indemnification, except an indemnification against gross negligence or willful misconduct, under any By-Law, agreement, vote of shareholders or disinterested directors, or otherwise, both as to action taken in a person's official capacity and as to action in another capacity while holding such office.

ARTICLE XI - AMENDMENT

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.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation, on this 22nd day of August, 1995.

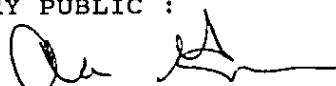

RICHARD N. FRIEDMAN, Subscriber

STATE OF FLORIDA :
COUNTY OF DADE : ss.

BEFORE ME, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared RICHARD N. FRIEDMAN, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

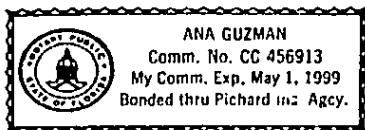
IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, on this 22nd day of August, 1995.

NOTARY PUBLIC :

Sign: 

Print: ANA GUZMAN

My commission expires:



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 Florida Statutes, Section 48.081, the following is submitted, in compliance with said Statute:

First, that SEA TO SEA ENTERTAINMENT AGENCY, INC.,
desiring to organize under the laws of the State of Florida, with
its principal office, as indicated in the Articles of Incorpora-
tion, at City of Miami, County of Dade
State of Florida, has named MARGARET W. DALE
located at 19800 SW 180th Ave., #8,
City of Miami, County of Dade,
State of Florida, as its agent to accept service
of process within this State.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above
stated corporation, at the place designated in this Certificate,
I hereby accept to act in this capacity, and agree to comply with
the provision of said Statute, to keep open said office. I am
familiar with, and accept, the obligations provided for in
Florida Statutes, Sections 607.0501 and 607.0505.

P.S. Margaret W. Dale
MARGARET W. DALE
(Resident Agent)
(Registered Agent)

FILED
JAN 24 1968
FBI - MIAMI