



PRESTIGE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 681656 9615A

AUTHORIZATION :

COST LIMIT : \$ 122.50

Patricia P. Pitt

ORDER DATE : September 13, 1995

ORDER TIME : 3:29 PM

ORDER NO. : 681656

000001584880

CUSTOMER NO: 9615A

CUSTOMER: Susan Hermeemeyer, Legal Asst
DOUGHTERSON DOUGHTERSON PREWITT
& SUNDHEIM, P.A.
310 S. W. Ocean Boulevard

Stuart, FL 34994-2007

DOMESTIC FILING

NAME: ICW ENTERTAINMENT, INC.

X ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

X CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Gail L. Shelby

EXAMINER'S INITIALS:

T. BROWN SEP 14 1995

FILED
95 SEP 14 PM 12:31
SECRET
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
ICW ENTERTAINMENT, INC.

FILED
95 SEP 14 PM 12:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

ICW ENTERTAINMENT, INC.

The address of the principal office of this corporation shall be 2950 Northeast 32nd Avenue, Ft. Lauderdale, Florida, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

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, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have two Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Edward J. Clair Dir.	2950 Northeast 32nd Avenue Ft. Lauderdale, Florida
Katherine W. Clair Dir.	Same

ARTICLE VII. OFFICERS

The name and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Edward J. Clair Pres./Treas.	2950 Northeast 32nd Avenue Ft. Lauderdale, Florida
Katherine W. Clair V. Pres./Sec.	Same

ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of Corporation Service Company, has hereunto set their hand and seal of Corporation Service Company on September 13, 1995.

CORPORATION SERVICE COMPANY

By: Gail Shelby
Its Agent, Gail Shelby

FILED
95 SEP 14 PM 12:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

CORPORATION SERVICE COMPANY

By: *Gail Shelby*
Its Agent, Gail Shelby

GLS/gls

P95000070969

MC GUTHERSON, MC GUTHERSON, PREWITT & SUNDHEIM, L.P.A.

100 N. GULF BLVD., SUITE 1000
TALLAHASSEE, FLORIDA 32301

MC GUTHERSON,
MC GUTHERSON,
PREWITT & SUNDHEIM, L.P.A.

MC GUTHERSON,
MC GUTHERSON,
PREWITT & SUNDHEIM, L.P.A.

October 26, 1995

The Honorable Sandra B. Mortham
Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32301

80000011640438
-11/17/95--01028--016
*****35.00 *****35.00

RE: ICW ENTERTAINMENT, INC.

Dear Madam:

Enclosed please find the original and one (1) copy of the
Statement of Change of Registered Office or Registered Agent in
connection with the above-captioned corporation.

When the change has been made, please note the copy enclosed and
return it to the undersigned in the self-addressed, stamped
envelope provided.

Thank you for your cooperation in this matter.

Sincerely yours,

Frederick G. Sundheim, Jr.
Frederick G. Sundheim, Jr.

FGS:mc
cc: Edward J. Clair
Enclosures (as stated)
C=482B

34 NOV 14 1995

R.A. Change

ST-107-1-107-15
65:01:17-1-107-15

RECEIVED

OCT 30 AM 8:40

DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 2, 1995

FREDERICK G. SUNDHEIM
310 SW OCEAN BLVD.
STUART, FL 34994

SUBJECT: ICW ENTERTAINMENT, INC.
Ref. Number: P95000070969

The fee to file your document is \$35.

The name and address of the new registered agent must be listed in part three of your form.

If you have any questions concerning the filing of your document, please call (904) 487-6916.

Carol Mustain
Corporate Specialist

Letter Number: 495A00049085

68-0117 6-10H95
55 NOV -9 4:10:39
RECEIVED
FLO. DEPT. OF STATE
CORPORATIONS DIV.

Florida Department of State, Sandra B. Mortham, Secretary of State

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1a. The name of the corporation is: ICW ENTERTAINMENT, INC.

1b. The mailing address of the corporation is : 2950 N.E. 32nd Avenue
Ft. Lauderdale, FL

1c. Date of incorporation: 9/14/95 Document number: P95000070969

2. The name and address of the current registered agent and office:

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

3. The name and address of the new registered agent and office: (P.O. Box Not Acceptable)

Edward J. Clair, Jr.
2950 NE 32nd Avenue
Fort Lauderdale, Florida

The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

Edward J. Clair
(Signature of an officer, chairman or vice chairman of the board)

October 26, 1995
(Date)

Edward J. Clair

(Printed or typed name and title)

Having been named as registered agent and to accept service of process for the above stated corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

Edward J. Clair
(Signature of Registered Agent)

October 26, 1995
(Date)

If signing on behalf of an entity:

Edward J. Clair

(Typed or Printed Name)

Registered Agent

(Capacity)

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