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FAX: (904) 922-4000 PHONE: (904) 385-6735 FAX: (904) 385-6761
(((H96000000128))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: SPLENDOR INDEPENDENT PRODUCTIONS, INC. FAX AUDIT NUMBER: H96000000128
CURRENT STATUS: REQUESTED DATE REQUESTED: 01/03/1996 TIME REQUESTED:
14:01:48 CERTIFIED COPIES: 0 CERTIFICATE OF STATUS: 0 NUMBER OF
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**ARTICLES OF INCORPORATION
OF
SPLENDOR INDEPENDENT PRODUCTIONS, INC.**

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, does hereby adopt the following Articles of Incorporation.

ARTICLE I NAME

The name of the Corporation is: Splendor Independent Productions, Inc.

ARTICLE II PURPOSE

The purpose of this corporation shall be the operation and transacting of any and all lawful business.

ARTICLE III TERM OF EXISTENCE

The Corporation shall have perpetual existence commencing with the filing of these articles of incorporation with the Department of State.

ARTICLE IV CAPITAL STOCK

The capital stock of the Corporation shall be 1000 shares of common stock having a par value of \$0.10 per share. The actual consideration to be paid for each share shall be fixed by the shareholders.

ARTICLE V INITIAL REGISTERED AGENT AND STREET ADDRESS

The address of the initial registered office of this Corporation is 1111 Lincoln Road, Suite 802, Miami Beach, Florida 33139-2493. The name of the initial registered agent at that address is Bruce G. Kassman, P.A., a Florida professional association.

ARTICLE VI INITIAL PLACE OF BUSINESS

The Corporations initial place of business shall be 6360 Pent Place, Miami Lakes, Florida 33014. The Shareholders may, from time to time, move the principal office to any other address in the State of Florida.

ARTICLE VII BOARD OF DIRECTORS

The business of the Corporation shall be managed by its

Prepared by
Bruce Kassman, P.A.
Penthouse 802
1111 Lincoln Road
Miami Beach, Fl. 33139
305-534-0181
BAR #0865958

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shareholders. There shall be no Board of Directors.

ARTICLE VIII INCORPORATOR

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

Bruce Kassman, President
Bruce G. Kassman, P.A.
1111 Lincoln Road, Penthouse 802
Miami Beach, FL 33139-2493

ARTICLE IX TRANSFER OF SHARES

Shares of stock of this corporation shall not be transferred, sold, pledged, assigned or incumbered ("Sale or Transfer") in any way until the Sale or Transfer has been approved by a the shareholders. Additionally, the shareholders of the Corporation shall have the power to include in the bylaws, adopted by a majority of the shareholders of the Corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer of other disposition of any of the unissued stock, or outstanding stock of the Corporation by any of its shareholders, or in the event of the death of any of its shareholders. The manner and form, as well as the relevant terms, conditions and details, of the disposition shall be determined by the shareholders of the Corporation; provided, however that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice of the provisions unless the existence of the provisions is plainly noted on the certificate evidencing the ownership of such stock. The sale or transfer may be made only after it has been approved at the annual shareholder meeting or a shareholder meeting specially called for that purpose. Any rights conferred on the shareholders are subject to this reservation.

ARTICLE X AMENDMENT

The Articles of Incorporation may be amended, changed, altered or repealed in the manner now or hereafter prescribed by the Florida Statutes. Any rights conferred on the shareholders are granted subject to this reservation.

ARTICLE XI INDEMNIFICATION

The Corporation shall indemnify any present or former officer or person exercising powers and duties of an officer, to the full extent now or hereafter permitted by law.

ARTICLE XII SPECIAL PROVISIONS

Section 1. The annual meeting of the Shareholders of this corporation shall be fixed by the By-Laws.


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Section 2. The Officers of this Corporation shall be a President, Vice President, Secretary, and Treasurer and such other officers as the shareholders may deem necessary. Any one person may hold two or more offices.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the 3 day of JANUARY 1996

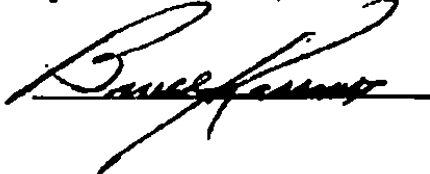
Bruce G. Kassman, P.A.
by Bruce Kassman its President


Incorporator
Bruce G. Kassman, P.A.
1111 Lincoln Road, Penthouse 802
Miami Beach, FL 33139-2493
Bruce Kassman, Florida Bar No. 0865956

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT
FOR
Splendor Independent Productions, Inc.

I HEREBY ACCEPT THE DESIGNATION OF REGISTERED AGENT AS SET FORTH IN THESE ARTICLES OF INCORPORATION.

Bruce G. Kassman, P.A.
by Bruce Kassman, President



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

In pursuance of Chapter 48.901, Florida Statutes, the following is submitted in compliance with said Act.

First, that Splendor Independent Productions, Inc., desiring to organize under the laws of the State of Florida, with its principal office as indicated at Article II of the within Articles of Incorporation, located at 6360 Pent Place, Miami Lakes, Florida 33014

has named Bruce G. Kassman, P.A.
 1111 Lincoln Road, Suite 802
 Miami Beach, Florida 33139-2493
 Bruce Kassman, Florida Bar No. 0865958

as its agent to accept Service of Process within this state.

ACKNOWLEDGMENT

Having been named to accept service of Process for the above named Corporation, at the 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.


Bruce G. Kassman, P.A.
Registered Agent
by Bruce Kassman its President

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