

1201 HAYS STREET

TALLAHASSEE, FL 32301

904-222-0177

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800-142-8086



net/cric

PRESTIGE ALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 07210000000000

REFERENCE : 021534 0972A

AUTHORIZATION :

COST LIMIT : \$ 70.00

ORDER DATE : January 26, 1996

ORDER TIME : 11:19 AM

ORDER NO. : 021534

CUSTOMER NO: 0972A

CUSTOMER: Mr. Pamela Canellas
FRESHMAN FRESHMAN & TRAITZ

21 JAN 31 1996

11 Datan Center, Suite 1701
9130 South Dadeland Blvd.
Miami, FL 33156

DOMESTIC FILING

NAME: TOMO ENTERTAINMENT CORP.

XXX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XXX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: KAREN ROZAR

EXAMINER'S INITIALS: T. BROWN JAN 31 1996

FILED
96 JAN 30 AM 10:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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96 JAN 30 AM 10:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
TOMO ENTERTAINMENT CORP.

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:

TOMO ENTERTAINMENT CORP.

The address of the principal office of this corporation shall be 5935 Northwest 39th Street, Virginia Gardens Miami, Florida 33166, 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 100 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. 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:

Anthony Guerra	5935 Northwest 39th Street
Pres.	Virginia Gardens Miami, Florida 33166

ARTICLE VII. 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 January 30, 1996.

CORPORATION SERVICE COMPANY

By: *Gail Shelby*
Its Agent, Gail Shelby

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

CLD/kbr