



1201 HAYS STREET
TALLAHASSEE, FL 32301

800-342-8086

904-241-1171
904-241-0000 FAX

RECEIVED
FEB - 12 2
DIVISION OF CORPORATION

ACCOUNT NO. : 072100000032

REFERENCE : 832184 8306A

AUTHORIZATION : Patricia P. Smith

COST LIMIT : \$ 122.50

ORDER DATE : February 5, 1996

900001706529

ORDER TIME : 8:53 AM

ORDER NO. : 832184

CUSTOMER NO: 8306A

CUSTOMER: Ms. Lisa Docherty
MANELLA KLAPHOLZ & HOCHSZTEIN
P.A.
2206 Hollywood Boulevard

Hollywood, FL 33020

DOMESTIC FILING

NAME: MIAMI TONIGHT SHOW, INC.

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: MJP

EXAMINER'S INITIALS:

T. BROWN FEB - 5 1996

FILED
96 FEB - 5 PM 3:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED
96 FEB -5 PM 3:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
MIAMI TONIGHT SHOW, INC.

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:

MIAMI TONIGHT SHOW, INC.

The address of the principal office of this corporation shall be % Manella, Klapholz & Hochsztein P.A., 2206 Hollywood Boulevard, Hollywood, Florida 33020, and the mailing address 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 no par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 2206 Hollywood Blvd., Hollywood, Florida 33020, and the name of the initial registered agent of the corporation at that address is Fred Hochstein.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights.

ARTICLE VII. DIRECTORS

This corporation shall have one director, initially. The names and street addresses of the initial members of the Board of Directors are:

Paul Christopher
Dir.

10943 South Dixie Highway
Miami, Florida 33156

ARTICLE VIII INDEMNIFICATION

The corporation may indemnify any officer, director, employee, or agent or any former officer, director, employee, or agent to the extent permitted by law.

ARTICLE IX. MEETINGS BY CONFERENCE CALL

Numbers of the Board of Directors may participate in special meetings of the Board of Directors by means of a conference telephone call as provided by law, but regular meetings of the Board of Directors must be attended in fact and in person by each candidate.

ARTICLE X, RESTRICTION OF NEW STOCK

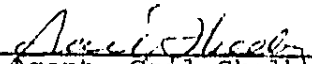
No new corporate shares of any class shall be authorized or issued without the express written unanimous consent of shareholders. Minority shareholders shall consent to authorization and issuance of additional shares where minority interest are satisfactorily protected from dilution of their interest without requirement of additional consideration for such protection.

ARTICLE XII. INCORPORATOR

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

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

The undersigned incorporator has executed these Articles of Incorporation on February 5, 1996.



Its Agent, Gail Shelby
Incorporator

MJP/mjp

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96 FEB -5 PM 3:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF REGISTERED AGENT
DESIGNATED IN THE ARTICLES OF INCORPORATION

Fred Hochsztein, an individual residing in this State having a business office identical with the registered office of the corporation named below, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation of:

MIAMI TONIGHT SHOW, INC.

is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

By: _____

Fred

Fred Hochsztein