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February 1, 1996

VIA FEDERAL EXPRESS

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 FEB - 2 PM 3:47

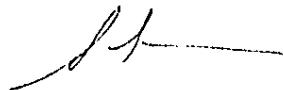
Re: Articles of Incorporation for The Entertainers, Inc.

Dear Sir or Madam:

Enclosed for filing is the original Articles of Incorporation for the proposed Florida corporation, The Entertainers, Inc. Also enclosed is a check in the amount of \$122.50, representing payment for filing fees. If the document meets with your approval, please file the original and return the enclosed copy marked "filed" with the Certificate of Incorporation in the enclosed Federal Express envelope. Of course, all Federal Express charges will be paid by me.

Thank you for your assistance in this matter.

Very truly yours,



Susan L. Alspector

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Enclosures
cc: Mr. Tim Kiernan
kiernan\articles.ltr

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ARTICLES OF INCORPORATION
OF
THE ENTERTAINERS, INC.

I, the undersigned, for the purpose of forming a corporation for profit, pursuant to the laws of the State of Florida, do hereby adopt the following Articles of Incorporation:

ARTICLE I

NAME

The name of this corporation is The Entertainers, Inc.

ARTICLE II

MAILING ADDRESS

The mailing address of this corporation is: 108 Chelsea Lane, Plantation, Florida
33324.

ARTICLE III

DURATION

This corporation shall have perpetual existence commencing on the date of filing of the Articles of Incorporation by the Department of State.

ARTICLE IV

PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE V

CAPITAL STOCK

This corporation is authorized to one thousand (1,000) shares of One (\$1.00) Dollar par value common stock, which shall be designated "Common Shares."

ARTICLE VI

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of this corporation is 20801 Biscayne Boulevard, Suite 506, North Miami Beach, Florida 33180, and the name of the initial registered agent of this corporation at that address is Susan L. Alspector, Esquire.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) directors initially. The number of directors may be either increased or diminished from time to time by the by-laws. The names and addresses of

the initial director of this corporation are:

TIMOTHY L. KIERNAN

108 Chelsea Lane
Plantation, Florida 33324

ARTICLE VIII

INCORPORATOR

The name and address of the Incorporator is:

TIMOTHY L. KIERNAN

108 Chelsea Lane
Plantation, Florida 33324

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation
on this 31 day of January, 1996.


TIMOTHY L. KIERNAN
Initial Director/Incorporator

Kiernan/articles

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED**

In compliance with Sections 48.091 and 607.0501, Florida Statutes, the following is submitted:

FIRST - - That THE ENTERTAINERS, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 101 Chelsea Lane, Plantation, State of Florida, has named SUSAN L. ALSPECTOR, ESQUIRE located at 20801 Biscayne Boulevard, Suite 506, North Miami Beach, State of Florida, as its agent to accept service of process within the State of Florida.

SIGNATURE: _____

TIMOTHY L. KIERNAN
Incorporator

DATE: January 31, 1996.

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Having been named to accept service of process for the above-stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

SIGNATURE: _____

SUSAN L. ALSPECTOR
Registered Agent

DATE: January 31, 1996.