

P9600001584

21405 Woodchuck Lane
Boca Raton, FL 33428
February 16, 1996

Secretary Of State
Divisions of Corporations
Corporate Records Bureau
P.O. Box 6327
Tallahassee, FL 32314

RE: A.C.S. ENTERTAINMENT, INC.

Dear Sir/Madam:

Enclosed please find the following material for the formation of the above referenced new corporation. I have checked with the State and have been told that the name is available.

- 1- Articles of Incorporation
- 2- Notarized document for Articles Execution
- 3- Resident agent information
- 4- Check for \$122.50

Thanking you in advance for your attention to this matter I am,

Sincerely,

Herbert Stillman

Herbert Stillman

enclosures: as above

300001718133
-02/19/96--01055--011
****122.50 ****122.50

RECEIVED
TALLAHASSEE FL 32314

96 FEB 19 AM 8:56

FEB 19 1996

63 2/21/96

ARTICLES OF INCORPORATION
OF
A.C.S. ENTERTAINMENT, INC.

FILED
96 FEB 19 AM 8:56
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned subscribers to these Articles of Incorporation, who are natural persons competent to contract, hereby forms a corporation under the laws of the State of Florida.

Article I
Name

The name of the corporation is A.C.S. Entertainment, Inc.

Article II
Existence

This corporation is to exist perpetually.

Article III
Purpose

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

Article IV
Capital Stock

This corporation is authorized to issue 750 shares at par value of One Dollar (\$1.00).

Article V
Preemptive Rights

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof at the price at which it is offered to others.

Article VI
Initial Principle Address

The street address of the initial principle address of this corporation is:
105 SE 7th Street
Suite 16
Deerfield Beach, FL 33441

Article VII
Initial Registered Office and Agent

The street address of the initial registered office of this corporation is:
21405 Woodchuck Lane
Boca Raton, FL 33428
and the name of the initial registered agent of this corporation at that
address is:

Herbert Stillman

Article VIII
Initial Board of Directors

This corporation shall have three directors initially. The number of directors maybe increased from time to time by the by-laws, but shall never be less than three. The names and addresses of the initial directors of this corporation are:

Martin Anderson
105 SE 7th Street
Suite 16
Deerfield Beach
FL 33441

Phillip Conneilly
105 SE 7th Street
Suite 16
Deerfield Beach
FL 33441

Herbert Stillman
105 SE 7th Street
Suite 16
Deerfield Beach
FL 33441

Article IX
By-Laws

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

Article X
Subscriber

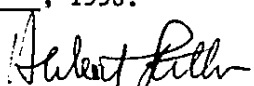
The name and address of the person signing these Articles is:

Herbert Stillman
105 SE 7th Street
Suite 16
Deerfield Beach, FL 33441

Article XI
Amendment

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 16th day of February, 1996.


HERBERT STILLMAN

CERTIFICATE DESIGNATING PLACE OF
BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THE
STATE AND NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED

FEB 19 1996

96 FEB 19 AM 0:56

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with the requirements of Chapter 48.091, Florida Statutes, the following is submitted:

A.C.S. ENTERTAINMENT, INC.

under the laws of the State of Florida, with its principle office as indicated in the foregoing Articles of Incorporation, at the City of Deerfield Beach, County of Broward, State of Florida, has named: HERBERT STILLMAN whose address is 21405 Woodchuck Lane, Boca Raton, Florida 33428, as its agent to accept service of process within this State.

ACCEPTANCE OF RESIDENT AGENT

Having been named to accept service of process for the above stated corporation at the place designated in the Certificate, I, the undersigned, hereby accepts to act in the capacity and agree to comply with the provisions of Chapter 48.091, Florida Statutes.


HERBERT STILLMAN

STATE OF FLORIDA

COUNTY OF PALM BEACH

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgements, personally appeared HERBERT STILLMAN to me known to be the person described in and who executed the foregoing Articles of Incorporation and acknowledged before me that he executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 16th day of February, 1996.



NOTARY PUBLIC



RHODA GHABER
COMMISSION # CC 505131
EXPIRES DEC 09, 1998.
BONDED THRU
ATLANTIC BONDING CO., INC