

THE COMPANY CORPORATION

Christie • Walnut • Washington, • 1980 • Telephone (302) 575-0440 • (302) 575-1346

February 12, 1996

Corporate Records Bureau
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

400001725564
-02/27/96--01100--009
*****70.00 *****70.00

RE: Villa G Entertainment, Inc.
P3302122VISCH

Dear Sir or Madam:

Enclosed please find Articles of Incorporation (and related documents, if appropriate) and our check in the amount of \$70.00 for Villa G Entertainment, Inc.

Please file at your earliest convenience and return confirmation to my attention at the address which is listed above.

Please feel free to contact me directly at 1-302-575-0440, ext.7003, with questions regarding the enclosed application.

Sincerely,

Bonnie J. Bennett

Bonnie J. Bennett
Corporate Service Representative

enc.

FILED
96 FEB 23 PM 4:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*Done
2-23-96*

ARTICLES OF INCORPORATION
OF
Villa G Entertainment, Inc.

FILED
96 FEB 23 PM 4:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned natural person(s), of the age of 21 or more, acting to form a corporation under the corporate laws of the state of Florida do hereby certify the following:

FIRST: The name of the corporation shall be Villa G Entertainment, Inc.

SECOND: The address of the initial registered office of the corporation is 2201 N. 52nd Ave., Hollywood FL 33021, County of Broward. The name of the registered agent located at said address is David Schrager.

THIRD: The principal address of the corporation is 2201 N. 52nd Ave., Hollywood FL 33021.

FOURTH: The purpose for which this corporation is organized shall be to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

FIFTH: The total authorized stock of this corporation is divided into 200 shares of \$1.00 par value.

SIXTH: The number of directors constituting the initial board of directors is two, and the name(s) and address(es) who will serve as directors until the first annual meeting of shareholders or until their successors are as follows:

David D. Schrager 2201 N. 52nd Ave., Hollywood FL 33021
Angela Stevenson 2201 N. 52nd Ave., Hollywood FL 33021

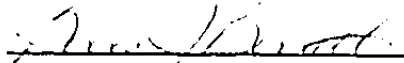
SEVENTH: The duration of the corporation is perpetual.

EIGHT: This is Close Corporation.

NINTH: The name(s) and address(es) of the persons who are to act as incorporator(s) are as follows:

Bonnie J. Bennett c/o The Company Corporation
Three Christina Centre, 201 N. Walnut St., Wilmington DE 19801

We (I), the undersigned, being all the incorporators of the corporation identified above, declare that we have examined the foregoing this 12th day of February, 1996.



State of Delaware

County of New Castle

THE FOREGOING instrument was acknowledged and sworn to before me this 12th day of February, 1996 by Bonnie J. Bennett.

SUSAN M. GRIFFIN

NOTARY PUBLIC-DELAWARE

Appointed October 6, 1994

Term 2 Years


Notary Public

This document was prepared by Bonnie J. Bennett, Three Christina Centre, 201 N. Walnut Street, Wilmington DE 19801 (302) 575-0440

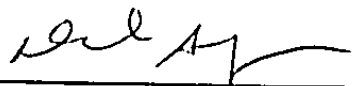
96 130 23 00 48 00
FILED
RECEIVED
MAR 23 1996
CLERK OF COURT
HALL COUNTY, FLORIDA

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

In compliance with Section 43.091, Florida Statutes, the following is submitted:

First, this Villa G Entertainment, Inc.
desiring to organize under the laws of the State of Florida with its principal
place of business located in the city of Hollywood, State of
Florida, has named David Schragar located at
2201 N. 52nd Avenue, Hollywood, FL 33021
_____ as its agent for service of
process within Florida.

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.



2-5-96
Date