

P96000022881
AMP'D

Phone (954) 463-5393 Fax (954) 463-0338
MANAGEMENT, INC.

March 5, 1996

Secretary of State
Division of Corporations
P.O. Box #6327
Tallahassee, FL 32399

Re: DANNY D ENTERTAINMENT, INC.

800001739298
-03/12/96--01012--009
*****70.00 *****70.00

Dear Sir/Madam:

Enclosed are the articles of incorporation for Danny D Entertainment, Inc. and a check for the state fee. Please file the articles and send the confirmation to 1300 S.E. 17th Street Causeway, #217, Fort Lauderdale, FL 33316.

Very truly yours,


Ashling Roche

FILED
96 MAR 11 AM 9:53
SECRETARY OF STATE
TALLAHASSEE FLORIDA

345 N. Atlantic Blvd. # 701 Fort Lauderdale, FL 33304

63 3/11/96

**ARTICLES OF INCORPORATION
OF
DANNY D ENTERTAINMENT, INC.**

FILED
96 MAR 11 AM 0:58
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, acting as incorporators of a corporation under the laws of Florida, adopt the following Articles of Incorporation for such corporation:

ARTICLE ONE

The name of this corporation is DANNY D ENTERTAINMENT, INC.

ARTICLE TWO

This corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida, and may do any and all things in a corporate capacity permitted under and not inconsistent with Chapter 607 of the Florida Statutes regarding corporations for profit.

ARTICLE THREE

The maximum number of shares of stock that the corporation is authorized to have outstanding at any one time is 10,000 (ten thousand) shares of common stock of the par value of .01 (one cent) per share.

These shares shall carry preemptive rights.

ARTICLE FOUR

The amount of capital with which the corporation will begin business will not be less than \$500.00 (five hundred) dollars.

ARTICLE FIVE

The corporation shall have perpetual existence.

ARTICLE SIX

The initial street address of the principal office of the corporation will be South Harbor Plaza, 1300 S.E. 17th Street Causeway, Fort Lauderdale, FL 33316.

ARTICLE SEVEN

The number of directors will not be less than one.

ARTICLE EIGHT

The members of the first Board of Directors are to be determined at the first organizational meeting.

ARTICLE NINE

The names and street addresses of each subscriber to the Articles of Incorporation are:

1. Danny Spohn

1300 S.E. 17th Street Causeway, Suite #217

Fort Lauderdale, Florida 33316

ARTICLE TEN

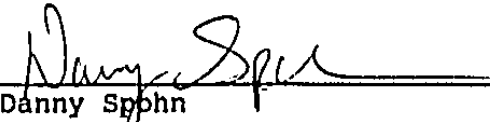
The initial bylaws shall be adopted by the Board of Directors. The power to alter, amend or repeal the bylaws or to adopt new bylaws shall be vested in the Board of Directors. The bylaws may contain any provisions for the regulation and management of the affairs of the corporation not inconsistent with the laws of the State of Florida or this Articles of Incorporation.

Any contract or other transaction between the corporation and any one or more of its directors, or between the corporation and any firm of which one or more of its directors are members or employees, or in which one or more of its directors are members or employees, or in which they are interested, or between the corporation any corporation or association of which one or more of its directors are shareholders, members, directors, officers or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of the director or directors at the meeting of the Board of Directors of the corporation that acts upon, or in reference to, the contract or transaction, and notwithstanding his or her participation in the action, if the fact of such interest shall be disclosed or known to the Board of Directors and the Board of Directors shall, nevertheless, authorize or ratify the contract or transaction, the interested director or directors to be counted in determining whether a quorum is present and to be entitled to vote on such authorization or ratification.

ARTICLE ELEVEN

The registered agent for the corporation shall be Danny Spohn. The place designated for service of process shall be 1300 S.E. 17th Street Causeway, Suite #217, Fort Lauderdale, Florida 33316.

WE, THE UNDERSIGNED, being all of the original subscribers to this Articles of Incorporation, do hereby make, subscribe, acknowledge and file this Articles of Incorporation, do hereby make, subscribe, acknowledge and file this Articles and certify that the facts stated herein are true, and have hereunto set our hand and seals this ____ day of _____, 1996.



Danny Spohn

STATE OF FLORIDA)
)SS:
COUNTY OF Barnard)

The foregoing instrument was acknowledged before me this 28th
day of February, 1996 by Danny Spohn. He is personally known to
me or has produced FL Dr. License #550-171-68-37 as identification and did/did
not take an oath.

Notary Public:

sign Theresa Bennett

print Theresa Montalbano Bennett

State of Florida at Large (Seal)
My Commission Expires:



THERESA MONTALBANO BENNETT
MY COMMISSION CC477136
EXPIRES JUNE 28 1999

**CERTIFICATE DESIGNATING REGISTERED AGENT
AND OFFICE FOR SERVICE OF PROCESS**

FILED

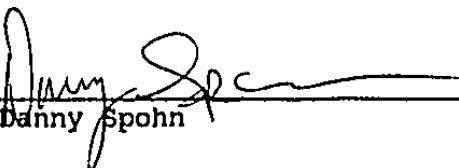
96 MAR 11 AM 8:58

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DANNY D ENTERTAINMENT, INC., a Corporation existing under the laws of the State of Florida with its principal office and mailing address at 1300 S.E. 17th Street Causeway, Suite #217, Fort Lauderdale, Florida 33316 has named Danny Spohn, whose address is 1300 S.E. 17th Street Causeway, Suite #217, Fort Lauderdale, Florida 33316, as its agent to accept service of process within the State of Florida.

ACCEPTANCE:

Having been named to accept service of process for the above named Corporation, at the place designated in this Certificate, I hereby accept the appointment as Registered Agent, and agree to comply with all applicable provisions of law. In addition, I hereby am familiar with and accept the duties and responsibilities as Registered Agent for said Corporation.



Danny Spohn