

APR-23-98 11:10

KRAMER GREEN ZUCKERMAN

FAX 305 911 6005

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COMMUNICATIONS

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PUBLIC ACCOUNT SYSTEM

TO: DIVISION OF CORPORATIONS

FROM:

COVER SHEET

DEPARTMENT OF STATE

STATE OF FLORIDA

400 EAST GAINES STREET

TALLAHASSEE, FL 32399

FAX: (904) 922-4000

4000 HOLLYWOOD BLVD

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DOCUMENT TYPE:

FLORIDA PROFIT CORPORATION OR P.A.

NAME: LA DIVA, INC.

FAX AUDIT NUMBER: H96000005699

DATE REQUESTED: 04/23/1996

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ARTICLES OF INCORPORATION
OF
LA DIVA, INC.

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1998

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I
NAME

The name of the Corporation is LA DIVA, INC.

ARTICLE II
DURATION

The duration of the Corporation is perpetual.

ARTICLE III
PURPOSE

The Corporation is organized for the purpose of transacting any or all lawful business permitted under the laws of the State of Florida.

ARTICLE IV
AUTHORIZED SHARES

The aggregate number of shares which the Corporation is authorized to issue is 1,000. Such shares shall be of a single class, and shall have a par value of One Dollar (\$1.00) per share.

Prepared by: Howard N. Kahn, Esq., Fla. Bar No. 724416
KRAMER, GREEN, ZUCKERMAN & KAHN, P.A.
4000 Hollywood Boulevard
Suite 485 South
Hollywood, FL 33021
(954)966-2112

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ARTICLE V
REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation and the name of its initial registered agent is:

Howard N. Kahn
4000 Hollywood Boulevard
Suite 485 South
Hollywood, FL 33021

ARTICLE VI
DIRECTORS

The number of directors constituting the board of directors of the Corporation shall be determined in accordance with the by-laws, but shall not be less than one. The number of directors constituting the initial board of directors is two (2). The name and address of the person to serve as member of the initial board of directors is:

Joseph Maenza
1688 Meridian Avenue
Suite 801
Miami Beach, FL 33139

Fidenzio Bizzotto
1688 Meridian Avenue
Suite 801
Miami Beach, FL 33139

ARTICLE VII
INCORPORATOR

The name and address of the incorporator is:

Howard N. Kahn
4000 Hollywood Boulevard
Suite 485 South
Hollywood, FL 33021

ARTICLE VIII
INDEMNIFICATION

The Corporation shall indemnify each director, officer and shareholder of the

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Corporation against any and all liability and expense incurred by him in connection with or arising out of any action, suit or proceeding in which he may be involved, by reason of his being or having been an officer, director or shareholder of the Corporation to the full extent permitted by the laws of the State of Florida.

**ARTICLE IX
PRINCIPAL OFFICE**

The Initial street address of the principal office of the Corporation is:

1688 Meridian Avenue
Suite 801
Miami Beach, FL 33139

Executed by the undersigned on the 12 day of April, 1996.

INCORPORATOR:

HOWARD N. KAHN

STATE OF FLORIDA

COUNTY OF BROWARD

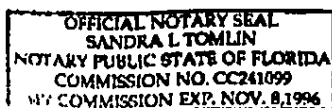
} S.S.

BEFORE ME personally appeared HOWARD N. KAHN to me well known to be the person described in and who subscribed the above Articles of Incorporation and he freely and voluntarily acknowledged before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth. He is personally known to me and he did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, this 12 day of April, 1996.

Sandra L. Tomlin
NOTARY PUBLIC

SANDRA L. TOMLIN
Typewritten Name of Notary



APR-23-98 TUE 11:48

KRAMER GREEN ZUCKERMAN K

FAX NO. 3058811805

P. 05

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My Commission Expires: 11/05/96

ACKNOWLEDGMENT OF APPOINTMENT OF REGISTERED AGENT

Having been named the registered agent for the above Corporation at the place designated in the foregoing Articles of Incorporation, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.

REGISTERED AGENT:

HOWARD N. KAHN

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA