

D. BROWN MAY 7 9 1996

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ARTICLES OF INCORPORATION
OF

MarJoa Productions, Inc.

The undersigned hereby establishes the following for the purpose of becoming a Corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida providing for the formation, liability, rights, privileges and immunities of a Corporation for profit.

ARTICLE I

Name of Corporation

The name of this Corporation shall be MarJoa Productions, Inc. (the "Corporation").

ARTICLE II

Mailing Address

The mailing address of the Corporation is 4097 Fern Street, Lake Worth, Florida 33461.

ARTICLE III

Purpose:

This Corporation is organized for the following purposes:

- (a) To have and to exercise all the powers now or hereafter conferred by the laws of the State of Florida upon corporations organized pursuant to the laws under which the Corporation is organized and any and all acts amendatory thereof and supplemental thereto.
- (b) For the purpose of transacting any or all lawful business.
- (c) To do any and everything pertinent to the above.

ARTICLE IV

Capital Stock

This Corporation is authorized to issue Ten Thousand (10,000) shares of One Cent (\$0.01) par value common stock.

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 (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI

Corporate Duration

This Corporation shall have perpetual duration unless sooner dissolved by law.

ARTICLE VII

Initial Registered Office and Agent

The street address of the initial registered office of this Corporation is 4097 Fern Street, Lake Worth, Florida 33461, and the name of the initial registered agent of this Corporation at that address is Joanne DePrizio.

ARTICLE VIII

Board of Directors

This Corporation shall have two (2) directors initially. The number of directors may either be increased or diminished from time to time by the By-Laws but shall never be less than one (1). The name and address of the initial directors of this Corporation are as follows:

Marc Carmen

6292 Silver Moon Lane
Greenacres, Florida 33463-3809

Joanne DePrizio

4097 Fern Street
Lake Worth, Florida 33461

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

Indemnification

The Corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

ARTICLE XI

Incorporators

The names and addresses of the persons signing these Articles are as follows: Marc Carmen and Joanne DePrizio.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 29th day of April, 1996.


MARC CARMEN, Incorporator


JOANNE DEPRIZIO, Incorporator

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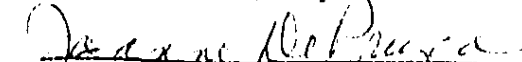
**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA.
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

THAT MarJo Productions, Inc., DESIRING TO ORGANIZE OR QUALIFY
UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS INITIAL REGISTERED
OFFICES AT 4097 FERN STREET, LAKE WORTH, FLORIDA 33461, HAS NAMED
JOANNE DEPRIZIO LOCATED AT 4097 FERN STREET, LAKE WORTH, FLORIDA
33461, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.



MARC CARMEN, Incorporator




JOANNE DEPRIZIO, Incorporator

4-29-96

DATE

HAVING BEEN NAMED AS REGISTERED AGENT 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 AM FAMILIAR WITH AND AGREE TO COMPLY WITH THE PROVISIONS
OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE
OF MY DUTIES, INCLUDING THE PROVISIONS OF SECTION 607.0505, FLORIDA
STATUTES.



JOANNE DEPRIZIO
Registered Agent

4-29-96

DATE