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ACCOUNT NO. : 072100000032

REFERENCE : 949525 5010717

AUTHORIZATION :

COST LIMIT : • 70.00

Patricia Pignatelli

ORDER DATE : May 10, 1996

ORDER TIME : 10:22 AM

ORDER NO. : 949525

CUSTOMER NO: 5010717

CUSTOMER: Maxwell Stolzberg, Esq
MEZAN STOLZBERG & SCHWARTZMAN

460 Park Ave

New York, NY 10022

DOMESTIC FILING

NAME: EURO-ASIA ENTERTAINMENT
CORPORATION

EFFECTIVE DATE:

XXX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XXX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Harry B. Davis

EXAMINER'S INITIALS

RECEIVED
96 MAY 13 PM 12:15
DIVISION OF CORPORATIONS

5/15/96
[Signature]

ARTICLES OF INCORPORATION
OF
EURO-ASIA ENTERTAINMENT CORPORATION

The undersigned, being an individual, does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit, pursuant to the provisions of the Florida Business Corporation Act.

FIRST: The corporate name for the corporation (hereinafter called the "corporation") is EURO-ASIA ENTERTAINMENT CORPORATION.

SECOND: The street address of the principal office of the corporation is 5345 Pine Tree Drive, Miami Beach, Florida 33140.

The mailing address of the corporation is:

c/o Mezan, Stolzberg & Schwartzman, P.C.
460 Park Avenue, 11th Floor
New York, New York 10022

THIRD: The number of shares that the corporation is authorized to issue is 2,000,000, all of which are of a par value of \$0.001 dollars each and are of the same class and are Common shares.

FOURTH: The street address of the initial registered office of the corporation in the State of Florida is c/o Corporation Service Company, 1201 Hays Street, Tallahassee, Florida 32301.

The name of the initial registered agent of the corporation at the said registered office is Corporation Service Company.

FIFTH: The name and the address of the incorporator are:

<u>NAME</u>	<u>ADDRESS</u>
Maxwell Stolzberg	c/o Mezan, Stolzberg & Schwartzman, P.C. 460 Park Avenue, 11th Floor New York, New York 10022

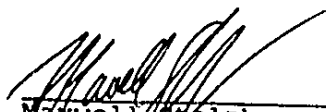
SIXTH: The Corporation is formed for the following purpose or purposes:

To engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act, provided that the Corporation is not formed to engage in any act or activity requiring the consent or approval of any state official, department, board, agency, or other body without such consent or approval first being obtained.

SEVENTH: The duration of the corporation shall be perpetual.

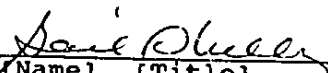
EIGHTH: The corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

Signed on May 9, 1996.


Maxwell Stolzberg, Incorporator

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in these Articles of Incorporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

CORPORATION SERVICE COMPANY

By: 
[Name], [Title]
GAIL SILER, AS AGENT

Date: