

ARTICLES OF INCORPORATION
OF
J & M PLAYBILL PRODUCTIONS, INC.

ARTICLE I
NAME

The name of the Corporation formed hereunder will be J & M PLAYBILL PRODUCTIONS, INC. The principal place of business/address is c/o 16105 N.E. 18th Avenue, North Miami Beach, Florida 33162.

ARTICLE II
PURPOSE

The purpose of the Corporation created hereunder shall be to engage and transact any and all business permitted under the laws of the United State of America and the State of Florida.

ARTICLE III
DURATION

The Corporation created hereunder shall continue as a separate entity, independent of its members, for all purposes, for a period that shall be perpetual or until dissolved by a vote of a majority of the shareholders. On dissolution of the corporation created hereunder, the corporate property and assets shall, after payment of all debts of the corporation, be distributed to the shareholders pro rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by him.

ARTICLE IV
CAPITAL STOCK

The total number of shares stock which the corporation hereunder shall be authorized to issue shall be 500 shares. Said shares of stock shall be of a single class and shall have a par value of \$1.00 per share.

ARTICLE V
INITIAL BOARD OF DIRECTORS

This corporation shall have one director (s), initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one. Directors will be elected or appointed in the manner set forth in the bylaws of the corporation. The name (s) and address (es) of the initial director(s) of this corporation is (are):

JAMES MICHAEL YUENGER
2724 So. University Drive
Apt. #14A
Davie, Florida 33328

MARGULIES & RONES
VICTOR K. RONES, ESQ.
FBN. 245178
(305) 945. 6522
16105 N.E. 18 Ave.
N.M.Bch., FL 33162

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE VI
INCORPORATOR

The name and address of the incorporator signed these Articles of Incorporation is: VICTOR K. RONES, 16105 N.E. 18th Avenue, No. Miami Beach, Florida 33162.

ARTICLE VII
BY-LAWS

By-Laws may be repealed or amended, and new By-Laws may be adopted, by either the Board of Directors or the Shareholders, but the Board of Directors may not amend or repeal any By-Laws adopted by Shareholder, if the Shareholders specifically provide that such By-Laws are not subject to amendment or repeal by the Directors.

ARTICLE VIII
AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of incorporation, or any amendment hereto, and any right conferred upon the Shareholders is subject to reservation.

ARTICLE IX
ASSETS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act, except that this corporation shall not have the power to sell, mortgage, or pledge all or substantially all of its property and assets without prior shareholders' approval.

ARTICLE X
REGISTERED AGENT

The Registered Agent of this corporation shall be VICTOR K. RONES, 16105 N.E. 18th Avenue, No. Miami Beach, Florida 33162.

ARTICLE XI
ADDITIONAL CORPORATE POWERS

In furtherance and not in limitation of the general powers conferred by the laws of the State of Florida and the purposes and objects hereinabove stated, the corporation shall have all the following powers:

(a) To enter into, or become a partner in, any arrangement for sharing profits, union, interest, or corporation, joint venture, or otherwise, with any persons, firm or corporation.

(b) At its option, to purchase and acquire any or all of its stock owned and held by any set shareholder who should desire to sell, transfer, or otherwise dispose of its shares in accordance

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with the By-Laws adopted by the Shareholders of the Corporation setting forth the terms and conditions of such a purchase; provided, however, that the capital of the corporation is not impaired.

(c) At its option, to purchase and acquire the shares owned and held by any shareholder who dies, in accordance with the By-Laws adopted by the shareholders of the corporation setting forth the terms and conditions of such purchase, provided, however, that the capital of the corporation is not impaired.

(d) To enter into for the benefit of its employees, one or more of the following:

- (i) A Pension Plan;
- (ii) A profit-sharing plan;
- (iii) A restricted stock option plan;
- (iv) A medical reimbursement plan;
- (v) Other retirement or incentive compensation plan.

IN WITNESS WHEREOF, the undersigned as subscribing incorporator, has hereunto set (his) hand and seal this 10th day of May, 1996 the purpose of forming this corporation under the laws of the State of Florida, and hereby makes and files these Articles of Incorporation with the Secretary of State, hereby certifying that the facts herein stated are true and accurate to the best of (his) knowledge, information and belief.

VICTOR K. RONES, Incorporator

STATE OF FLORIDA

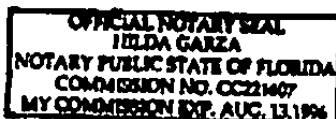
COUNTY OF DADE

BEFORE ME, the undersigned authority, this day personally appeared VICTOR K. RONES, that after being by me duly sworn, deposes and says that (he) is the person described in and who executed the foregoing Articles of Incorporation, and duly acknowledged to me that (he) executes same freely and voluntarily for the purpose therein expressed.

WITNESS my hand and official seal at Miami, Dade County, Florida, this 10th day of May, 1996.

Hilda Garza
Notary Public, State of Florida

My Commission Expires:



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ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I, the undersigned, named as Registered Agent in the Articles of Incorporation of J & M PLAYBILL PRODUCTIONS, INC. accept the designation as Registered Agent and agree to comply with all duties and with those requirements under Florida Law for serving in the position of Registered Agent of said corporation.

Dated at Miami, Dade County, Florida this 10th day of May, 1996.

VICTOR K. ROYES,
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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