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THOMAS W. Klash

Certified Public Accountant

96 JUN 10 AM 7:20

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

June 7, 1996

State of Florida
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

800001857068
-06/11/96--01001--014
****122.50 ****122.50

RE: BESTRAK AUDIO AND VIDEO PRODUCTIONS, INC.

Gentlemen:

Enclosed you will find the executed articles of incorporation and (\$ 122.50) filing fee for the above referenced corporation.

Please issue a corporation status certificate and mail to my office.

Yours truly,



Thomas W. Klash

enc.

cc: Pierre R. Donatien

PH
6/12/96

ARTICLES OF INCORPORATION
OF

BESTRAK AUDIO AND VIDEO PRODUCTIONS, INC.

FILED

96 JUN 10 AM 7:20

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I
NAME OF CORPORATION

The name of the corporation is Bestrak Audio and Video Productions, Inc.

DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles of Incorporation with the Department of State.

ARTICLE III
PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes, as now exists or may hereafter be amended.

ARTICLE IV
CAPITAL STOCK

This corporation is authorized to issue 1000 shares of \$.01 par value common stock which shall be designated as "Common Shares".

ARTICLE V
PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his prorata share thereof (as nearly as can be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI
VOTING RIGHTS

Except as otherwise provided by Law, the entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

ARTICLE VII
INITIAL REGISTERED OFFICE AND AGENT

The street address of the registered and PRINCIPAL office of this corporation is 14301 N.W. 14th Drive, Miami, Florida 33167. The registered agent of this corporation at that address is Pierre R. Donatien.

ARTICLE VIII
INITIAL BOARD OF DIRECTORS

The corporation shall have one (1) Director constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by the bylaws: However, there shall never be less than one director nor more than eight. The name and address of the initial Board of Directors of the corporation is as follows:

Pierre R. Donatien

The above Director lists his address 14301 N.W. 14th Drive, Miami, Florida 33167.

ARTICLE IX
INCORPORATORS

The name and address of the Incorporator signing these articles is:

Pierre R. Donatien

The above Incorporator lists his address as 14301 N.W. 14th Drive, Miami, Florida 33167.

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
AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

FILED

IN WITNESS WHEREOF, the undersigned Incorporator has executed these
Articles of Incorporation on the 7 day of JUNE, 1996.

96 JUN 10 AM 7:20

NOTARY OF STATE
TALLAHASSEE, FLORIDA

Pierre R. Donatien
Pierre R. Donatien

STATE OF FLORIDA)

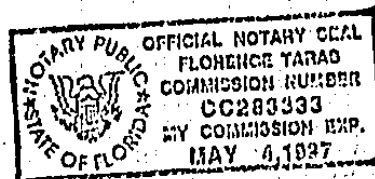
COUNTY OF BROWARD)

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared the above signed persons, known to me to be and known by me to be the persons who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed those Articles of Incorporation.

IN WITNESSED WHEREOF, I have set my hand and seal in the State and County above, this 7 day of JUNE, 1996.

Florence Tarao
NOTARY PUBLIC, STATE OF FLORIDA
AT LARGE

MY COMMISSION EXPIRES:



I HEREBY AM FAMILIAR WITH AND ACCEPT THE DUTIES AND RESPONSIBILITIES AS REGISTERED AGENT FOR SAID CORPORATION.

Pierre R. Donatien
Pierre R. Donatien, Registered Agent