

P9600005/229

June 13, 1996

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Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Re: Articles of Incorporation for Sharp Entertainment, Inc.

To Whom it May Concern:

Enclosed please find an original and one (1) copy of the Articles of Incorporation for the company referenced above.

Also enclosed is a check for \$78.75, which includes the Filing Fee & Certificate. This is provided by Ernest Danson, P.O. Box 10026, Pompano Beach, FL, 33061, who is an officer within the company. My daytime phone number is (954) 788-0022.

If you have any questions concerning the enclosed Articles of Incorporation, please feel free to contact me at the address above or my daytime phone number. Thank you for your time with this matter.

Best Regards,


Ernest Danson

FILED
96 JUN 14 AM 9:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

6-17-96
TB

ARTICLES OF INCORPORATION

ARTICLE I - NAME

The name of this Corporation is SHARP ENTERTAINMENT, INC. whose principal place of business is located at 1000 East Atlantic Boulevard, Suite 201-F, Pompano Beach, FL, 33060, and the mail address is P.O. Box 10026, Pompano Beach, FL, 33061.

ARTICLE II - DURATION

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

ARTICLE III - PURPOSE

This Corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 100 shares of \$1.00 par value common stock which shall be designated "Common Shares".

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon sale for cash of any new stock of this corporation shall have the right to purchase his prorata share thereof at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 9130 South Dadeland Boulevard, Suite 1704, Miami, FL, 33156 and the name of the initial agent of this corporation is David Bercuson, Attorney at Law.

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TALLAHASSEE, FLORIDA

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This Corporation shall have 3 Director(s) constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time by the Bylaws. The name(s) and address(es) of the initial Board of Directors of this corporation is (are):

<u>NAME</u>	<u>ADDRESS</u>
Ernest Danson	325 S.E. 10th Avenue, #4, Pompano Beach, FL, 33060
Therese Danson	325 S.E. 10th Avenue, #4, Pompano Beach, FL, 33060
Sean Thompson	7421 N.W. 85th Street, #207, Tamarac, FL, 33321

ARTICLE VIII - INCORPORATORS

The name(s) and address(es) of each person signing these Articles is:

<u>NAME</u>	<u>ADDRESS</u>
Ernest Danson	325 S.E. 10th Avenue, #4, Pompano Beach, FL, 33060
Therese Danson	325 S.E. 10th Avenue, #4, Pompano Beach, FL, 33060
Sean Thompson	7421 N.W. 85th Street, #207, Tamarac, FL, 33321

ARTICLE IX - INDEMNIFICATION

The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, any right conferred upon the shareholders is subject to this reservation.

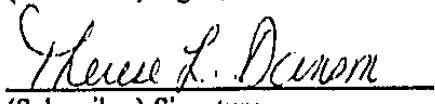
IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these
Articles of Incorporation this 10th day of June, 1996.


(Subscriber) Signature

ERNEST DANSON
(Subscriber) Printed Name


(Subscriber) Signature

SEAN H. THOMPSON, JR.
(Subscriber) Printed Name

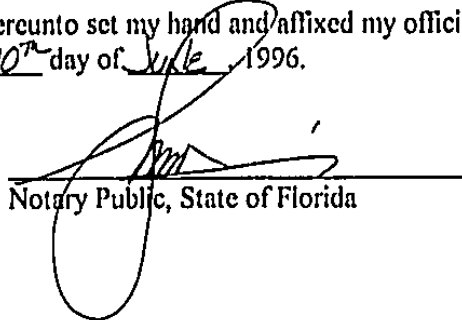

(Subscriber) Signature

Therese L. Danson
(Subscriber) Printed Name

STATE OF FLORIDA
COUNTY OF BROWARD

Before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Ernest Danson, Therese Danson, and Sean Thompson known to be and known by me to be the persons who executed the foregoing Articles of Incorporation, and they acknowledge before me that they executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 10th day of June, 1996.


Notary Public, State of Florida

My commission Expires:



J. M. DIAZ
COMMISSION # CC 413201
EXPIRES OCT 13, 1998
BONDED THRU
ATLANTIC BONDING CO., INC.

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:

FIRST - THAT SHARP ENTERTAINMENT, INC. DESIRING TO ORGANIZE OR QUALIFY
UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS
AT THE CITY OF POMPANO BEACH, STATE OF FLORIDA, HAS NAMED DAVID BERCUSON,
ATTORNEY AT LAW, LOCATED AT 9130 SOUTH DADELAND BOULEVARD, SUITE 1704, CITY
OF MIAMI, STATE OF FLORIDA, AS IT'S AGENT TO ACCEPT SERVICE OF PROCESS WITHIN
FLORIDA.

SIGNATURE

(Corporation Officer)

TITLE

DATE

PRESIDENT

JUNE 10th 1994

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATE
CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO
ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY PERFORMANCE OF MY
DUTIES.

SIGNATURE

(Resident Agent)

DATE

JUNE 10th 1996

FILED
96 JUN 14 AM 9:05
TALLAHASSEE, FLORIDA