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LAW OFFICES
OF
MICHAEL I. FINESILVER
ATTORNEY AT LAW

MICHAEL I. FINESILVER
MEMBER OF FLORIDA BAR, ADMITTED
TO U.S. DISTRICT COURT, SOUTHERN
DISTRICT OF FLORIDA
OF COUNSEL
DAVID DENHEIM
MEMBER OF FLORIDA AND
WASHINGTON, D.C. BARS

SUITE 372
420 LINCOLN ROAD
MIAMI BEACH, FLORIDA 33139
SUITE 200
808 EAST BROWARD BOULEVARD
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June 19, 1996

Ms. Doris McDuffie
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

CHIEF OF BUREAU 1234567
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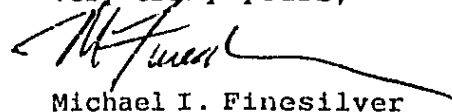
Dear Ms. McDuffie:

Enclosed you will find the original (and one copy) Articles of Incorporation of BRETT & BRIAN PRODUCTIONS, INC. Additionally, I have enclosed a check for \$122.50 to cover the filing fees.

A self-addressed stamped envelope has been provided for the return of my certified copy. If there are any errors or questions, please phone or write.

Thank you for your attention to this matter.

Very truly yours,


Michael I. Finesilver

MIF/g1

Enclosures

corp\1996\product1.1tr

Dmc
6/25/96

FILED
96 JUN 24 AM 9:00
TALLAHASSEE, FLORIDA

File
6-24-96

ARTICLES OF INCORPORATION
OF
BRETT & BRIAN PRODUCTIONS, INC.

FILED
95 JUN 26 AM 9:00
CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

ARTICLE I

NAME OF CORPORATION

The name of this corporation shall be Brett & Brian Productions, Inc.

ARTICLE II

PRINCIPAL PLACE OF BUSINESS

The principal place of business of the corporation will be 790 North Shore Drive, Miami Beach, Florida 33141.

ARTICLE III

TERM OF EXISTENCE

This corporation shall exist perpetually unless sooner dissolved according to law, commencing on the date and time of filing of the Articles of Incorporation by the Department of State stated herein below.

ARTICLE IV

PURPOSE AND POWERS

This corporation is organized for the purpose of transacting any and all lawful business and shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE V

CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of common stock having a par value of \$1.00 per share.

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 420 Lincoln Road, Suite 372, Miami Beach, Florida 33139 and the initial registered agent is Michael I. Finesilver, Esq.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be increased from time to time as provided in the By-Laws. The names and addresses of the initial directors and principal office of this Corporation are:

Brett H. Fowler
790 North Shore Drive
Miami Beach, Florida 33141

Braulio E. Lemus
790 North Shore Drive
Miami Beach, Florida 33141

ARTICLE VIII

INCORPORATORS

The names and addresses of the people signing these Articles of Incorporation are:

Brett H. Fowler
790 North Shore Drive
Miami Beach, Florida 33141

Braulio E. Lemus
790 North Shore Drive
Miami Beach, Florida 33141

ARTICLE IX

EXECUTIVE COMMITTEE

The Board of Directors may, by resolution, designate one of more of their number to substitute an Executive Committee, who, to the extent provided in such resolution, or in the By-Laws of the Corporation, shall have and may exercise the powers of the Board of Directors. The Board of Directors may, by resolution, discontinue the Executive Committee or change the members thereof at any time.

ARTICLE X

INDEMNIFICATION

The Corporation shall indemnify any officer or director or any former officer or director or member of the Executive Committee or any shareholder to the full extent permitted by law.

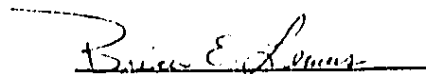
ARTICLE XI

AMENDMENT

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

IN WITNESS WHEREOF, the undersigned incorporators executed these Articles of Incorporation this 18 day of June, 1996.


BRETT H. FOWLER


BRAULIO E. LEMUS

STATE OF Fla) I hereby certify that on this day,
COUNTY OF Dade) before me, an officer duly authorized
to administer oaths and take
acknowledgments, personally appeared

Brett Fowler + Braulio Lemus
known to me to be the person described in and who executed the
foregoing instrument, who acknowledged before me that he
executed the same, that I relied upon the following form of
identification of the above-named person : Personally known to me
and that an oath
(was) (~~was not~~) taken.

Notary Rubber Stamp Seal



MICHAEL I. FINESILVER
My Commission CC543665
Expires Jun. 07, 2000

Witness my hand and official
seal in the County and State
last aforesaid this 18
day of June, A.D.
1996.


Notary Signature

Michael I. Finesilver
Printed Notary Signature

93 JUN 24 AM 5:00

1000

SIGNATURE:

Value of the stock.

June 15, 1896

SIGNATURE: _____

6-17-96