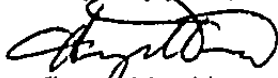


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Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Please find enclosed our check in the amount of \$122.50 to cover Incorporation and franchise fees for Celestial Entertainment, Inc.

Very truly yours,



George Moraitis  
Registered agent for  
Celestial Entertainment, Inc.

500001877605  
-06/27/96--01027--016  
\*\*\*\*122.50 \*\*\*\*122.50

FILED  
96 JUN 27 AM 8:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

SN JUN 26 1996

CERTIFICATE OF INCORPORATION

FOR

CELESTIAL ENTERTAINMENT, INC.

FILED

96 JUN 27 AM 8:56

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

We, the undersigned, hereby associate ourselves together for the purpose of becoming a Corporation under the laws of the State of Florida, by and under the provisions of the statutes of the said State of Florida.

Article I

The name of the corporation shall be Celestial Entertainment, Inc.  
and located at 951 NW 179 Ter, Miami, Fl 33169.

Article II

The corporation shall have perpetual existence.

Article III

The general nature of business to be transacted by the corporation shall be . . . but not limited to .  
. Talent Agency..

Article IV

The maximum number of shares of stock that the corporation is authorized to have outstanding at any time, shall be 1000 shares @ \$1.00 par value.

Article V

The initial registered office of the Corporation shall be:  
16917 NW 57th Ave  
Miami, Fl 33055  
and the initial registered agent of the corporation shall be George Moraitis..

Article VI


Pursuant to the authority of F.S. 607.111, the Corporation shall be managed by the stockholders, rather than a Board of Directors.

Article VII

The name of and street addresses of each incorporator to these Articles of Incorporation, are as follows:

Joseph Oliva  
951 NW 179 Ter  
Miami, FL 33169

In witness whereof, we have here unto set our hands and our seal this 25th day of June  
A.D. 1996.

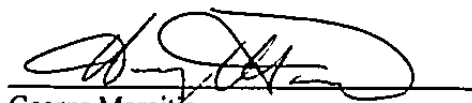
  
Joseph Oliva

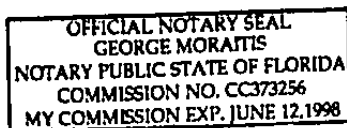
State of Florida:

County of Dade:

I hereby certify that on this day, before me, a Notary Public duly authorized in the State and County aforesaid to take acknowledgement, personally appeared: Joseph Oliva to me well known to be the person described as Incorporator in and who executed the foregoing Articles of Incorporation, and he acknowledged before me, according to law, that he subscribed to those Articles of Incorporation.

Witness my hand and official seal, the county and state aforesaid, this 25th day of June  
, A.D. 1996.

  
George Moraitis  
Notary Public- Florida at large



Designation of Registered office and registered agent.

In pursuant of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said act:

First, Celestial Entertainment, Inc. . . . .  
desiring to organize under the laws of the State of Florida, with its Registered office, as indicated in the Articles of Incorporation, has named George Moraitis located at 16917 NW 57th Ave, Miami, FL 33055 as its agent to accept service of process within said state.

This 25th day of June , A.D. 1996..

  
Joseph Oliva

Having been named to accept service of process for the above stated Corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of all Statutes relative to the proper and complete performance of my duties.

This 25th day of June , A.D. 1996

  
George Moraitis

Registered agent of  
Celestial Entertainment, Inc.

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96 JUN 27 AM 8:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA