

P96000 55098

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
TOLL FREE No. 1-800-342-8062
FAX (904) 222-1222

NAME _____
FIRM _____
ADDRESS _____
PHONE () _____

Service: Top Priority _____ Regular _____
One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

A. CHESSER JUN 28 1996

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE	6/29		
TIME	930		CK No.
BY	DD		

WALK-IN
Will Pick Up _____

RE: C.M.I. Entertainment, Inc. of No. 52504

	FILED	DISBURSED
Capital Express™		
Art. of Inc. File		
Corp. Record Search		
Ltd. Partnership File		
Foreign Corp. File		
() Cert. Copy(s)		
Art. of Amend. File		
Dissolution/Withdrawal		
C U S-		
Fictitious Name File	****122.50	****122.50
Name Reservation		
Annual Report/Reinstatement		
Reg. Agent Service		
Document Filing		
Corporate Kit		
Vehicle Search		
Driving Record		
Document Retrieval		
UCC 1 or 3 File		
UCC 11 Search		
UCC 11 Retrieval		
File No.'s, Copies		
Courier Service		
Shipping/Handling		
Phone ()		
Top Priority		
Express Mail Prep.		
FAX () pgs.		
SUBTOTALS		

FEE	
DISBURSED	
SURCHARGE	
TAX on corporate supplies	
SUBTOTAL	
PREPAID	
BALANCE DUE	

Please remit invoice number with payment
TERMS: NET 15 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 18% per Annum.

THANK YOU
from
Your Capital Connection

ARTICLES OF INCORPORATION

OF

L.M.I. ENTERTAINMENT, INC.

I the undersigned, hereby make, subscribe, acknowledge and file these Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida, providing for the formation and liabilities, rights, powers, privileges and immunities of a corporation for profit, and I hereby certify:

ARTICLE I

The name of the Corporation shall be:

L.M.I. ENTERTAINMENT, INC.

ARTICLE II

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

ARTICLE III

The general purpose of the corporation will be to establish an entertainment and arts company. To invest in various film, video, music, and any other entertainment projects. To establish production companies for the production of films, videos, music creations, live presentations and any other area that may be related to such projects. Further, to purchase or otherwise acquire, own, mortgage, pledge, sell, assign and transfer or otherwise dispose of, to invest, trade, deal in and deal with, goods, wares and merchandise, and real and personal property of every class and description and to engage in any lawful business under of the laws of the State of Florida.

FILED
95 JUN 28 AM 11:45
TALLAHASSEE, FLORIDA

ARTICLE IV

This Corporation is authorized to issue 9,000 shares at (\$1.00) Dollar Par Value, which shall be designated as "Common Stock".

ARTICLE V

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

ARTICLE VI

The location of the principal office of this Corporation in the State of Florida is 7301 South Dixie Highway, West Palm Beach, Florida 33405.

ARTICLE VII

The street address of the initial registered office of this Corporation is 7301 South Dixie Highway, West Palm Beach, Florida 33405, and the name of the initial registered agent of this Corporation at the address is **H. BRYANT SIMS, ESQUIRE.**

ARTICLE VIII

This Corporation shall have four directors 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. The names and addresses of the initial Board of Directors are:

H. BRYANT SIMS
7301 South Dixie Highway
West Palm Beach, Florida 33405

JOSEPH F. McINERNEY
251 Orange Grove Road
Palm Beach, Florida 33480

ROBERT P. DAVIS
220 Blackstone Road
Providence, Rhode Island 02906

ARTICLE IX

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

H. BRYANT SIMS
7301 SOUTH DIXIE HIGHWAY
WEST PALM BEACH, FLORIDA 33405

ARTICLE X

The Officers of the Corporation shall be:

H. BRYANT SIMS - PRESIDENT AND TREASURER
7301 SOUTH DIXIE HIGHWAY
WEST PALM BEACH, FLORIDA 33405

JOSEPH F. McINERNEY - VICE PRESIDENT AND SECRETARY
251 ORANGE GROVE ROAD
PALM BEACH, FLORIDA 33480

ARTICLE XI

This Corporation shall indemnify any Officer or Director or any former officer or director, to the full extent permitted by law.

ARTICLE XII

This Corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE XIII

This Corporation reserves the right to amend, alter, change or repeal any provision contained in the Articles of Incorporation, or any amendment hereto, by majority vote of the Board of Directors,

and any right conferred upon the shareholders is subject to this reservation.

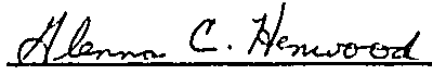
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

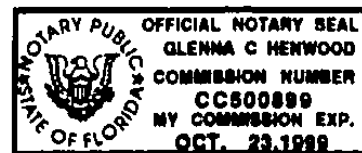
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the 20th day of June, 1996.


H. BRYANT SIMS

STATE OF FLORIDA)
) ss:
COUNTY OF PALM BEACH)

BEFORE ME, the undersigned authority, personally appeared, H. BRYANT SIMS, who is personally known to me, known to me and by me to be the person who executed the above Articles of Incorporation, for the purposes therein expressed, this 20th day of June, 1996.


GLENNA C. HENWOOD
NOTARY PUBLIC, STATE OF
FLORIDA AT LARGE
MY COMMISSION EXPIRES:



ACCEPTANCE OF REGISTERED AGENT

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


H. BRYANT SIMS, ESQUIRE

FILED
JUN 28 AM 11:45
CLERK OF STATE
TALLAHASSEE, FLORIDA