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KENNETH M. KALEEL, P.A.  
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BOYNTON BEACH, FL 33426

KENNETH M. KALEEL

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June 12, 1996

State of Florida  
Department of State  
Corporate Division  
Post Office Box 6327  
Tallahassee, FL 32314

700001892127  
-07/12/96--01044--011  
\*\*\*\*122.50 \*\*\*\*122.50

Re: ADC Entertainment, Inc.

Gentlemen:

Enclosed is the original and one (1) copy of the Articles of Incorporation regarding the above referenced corporation, together with this firm's check in the amount of \$122.50 representing the following charges:

\$70.00 - Filing Fee; and  
\$52.50 - Certified Copy of Articles of Incorporation.

Please file the original Articles and return a certified copy of same to this office in the enclosed self-addressed stamped envelope provided herein.

Sincerely,

KENNETH M. KALEEL, P.A.

By:   
Kenneth M. Kaleel, Esquire

KMK/mmF  
Enclosures  
pc: Client  
corporat\dagenais@aol.ltr

7/15/96  
JD

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

96 JUL 11 AM 10:39

FILED

ARTICLES OF INCORPORATION  
OF  
ADC ENTERTAINMENT, INC.

FILED  
95 JUL 11 AM 10:39  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned Incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

Article I. Name

The name of the corporation shall be: ADC Entertainment, Inc.

Article II. Principal Office

The principal place of business and mailing address of this corporation shall be: 3601 N.E. 207th Street, Aventura, Florida 33180. The mailing address shall be P.O. Box 801536, Aventura, Florida 33280-1536.

Article III. Capital Stock

The number of shares of stock that this corporation is authorized to have outstanding at any one time is one thousand (1,000) shares having a par value of one dollar (\$1.00) per share.

Article IV. Initial Registered Agent

The name and address of the initial registered agent is: Kenneth M. Kaleel, P.A., 555 North Congress Avenue, Suite 302, Boynton Beach, Florida 33426.

Article V. Incorporator

The name and address of the Incorporator to these Articles of Incorporation is: Armande Dagenais, 3601 N.E. 207th Street, Aventura, Florida 33180.

**Article VI. Directors**

The name and address of each director of the corporation is:  
Armande Dagenais, President, Vice-President, Secretary, Treasurer,  
3601 N.E. 207th Street, Aventura, Florida 33180.

The undersigned has executed these Articles of Incorporation  
this 19 day of June, 1996.

Armande Dagenais  
Incorporator

FILED  
JUN 19 1996  
CLERK OF COURT  
JULIA K. FLOWERS  
CLERK OF COURT  
JULIA K. FLOWERS

**CERTIFICATE OF DESIGNATION  
OF REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501, Florida Statutes, the mentioned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida:

1. The name of the corporation is: ADC Entertainment Inc.
2. The name and address of the registered agent and office is: Kenneth M. Kaleel, P.A., 555 North Congress Avenue, Suite 302, Boynton Beach, Florida 33426.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

KENNETH M. KALEEL, P.A.

BY: Kenneth M. Kaleel, President

DATED: 7/10/96

corporat\dagenais@aol