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TALLAHASSEE, FL 32301-2000  
904-222-0122  
904-222-0123

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096000058976



PREMIER HALL  
LEGAL & FINANCIAL SERVICES ACCOUNT NO. : 072100000032

REFERENCE : 019423 4311473

AUTHORIZATION : Patricia Pizant

COST LIMIT : \$ 122.50

ORDER DATE : July 15, 1996

ORDER TIME : 10:31 AM

ORDER NO. : 019423

CUSTOMER NO: 4311473

800001898158

CUSTOMER: Marcia Cox, Legal Assistant  
STEARNS WEAVER MILLER WEISSLER  
ALHADEFF & SITTERSON, P.A.  
Museum Tower, Suite 2200  
150 West Flagler Street  
Miami, FL 33130

DOMESTIC FILING

NAME: NEW ENTERTAINMENT WORLDWIDE,  
INC.

EFFECTIVE DATE:

XX        ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX        CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Michael E. Klunk

EXAMINER'S INITIALS:

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 JUL 15 PM 1:13  
DIVISION OF CORPORATION  
RECEIVED  
96 JUL 15 AM 11:09

7/15/96

ARTICLES OF INCORPORATION  
OF  
NEO ENTERTAINMENT WORLDWIDE, INC.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 JUL 15 PM 1:13

ARTICLE I - NAME AND ADDRESS

The name of this corporation is NEO ENTERTAINMENT WORLDWIDE, INC. (the "Corporation"). The address of the principal office and the mailing address of the Corporation is 115 North First Street, Las Vegas, Nevada 89101.

ARTICLE II - PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE III - CAPITAL STOCK

The aggregate number of shares which the Corporation shall have authority to issue is One Thousand (1,000) shares of common stock, all of which are to have a par value of One Cent (\$.01) per share. The Board of Directors shall fix the consideration to be received for each share. Such consideration shall consist of any tangible or intangible property or benefit to the Corporation, including cash, promissory notes, services performed or written promises to perform services and shall have a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

ARTICLE IV - INITIAL REGISTERED

OFFICE AND AGENT

The street address of the initial registered office of the Corporation and the name of the initial registered agent of the Corporation at such office is:

<u>Name</u>	<u>Address</u>
Curtis H. Sitterson	2200 Museum Tower 150 West Flagler Street Miami, Florida 33130

ARTICLE V - COMMENCEMENT

The Corporation shall commence on the date on which these Articles of Incorporation are filed with the Secretary of State.

ARTICLE VI - INITIAL

BOARD OF DIRECTORS

The initial Board of Directors of the Corporation shall be comprised of one person. The number of directors may be increased and thereafter either increased or decreased from time to time as provided for in the Bylaws of the Corporation, but shall never be less than one. The name and address of the sole member of the initial Board of Directors of the Corporation is:

<u>Name</u>	<u>Address</u>
James Gish	115 North First Street Las Vegas, Nevada 89101

#### ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation as incorporator is:

<u>Name</u>	<u>Address</u>
Curtis H. Sitterson	2200 Museum Tower 150 West Flagler Street Miami, Florida 33130

#### ARTICLE VIII - BYLAWS

The power to alter, amend or repeal the Bylaws shall be vested in each of the Board of Directors and the shareholders of the Corporation.

#### ARTICLE IX - INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director of the Corporation, to the fullest extent permitted by law.

#### ARTICLE X - AMENDMENT

The Corporation reserves to its shareholders the right to amend or repeal any provisions now or hereafter contained in these Articles of Incorporation. Any rights which these Articles may confer upon the Corporation may be modified or cancelled by a vote of the shareholders to amend or repeal said Articles.

IN WITNESS WHEREOF, the undersigned has executed these  
Articles of Incorporation this 12<sup>th</sup> day of July, 1996.

Curtis H. Sitterson

Curtis H. Sitterson,  
Incorporator

ACCEPTANCE OF APPOINTMENT

OF

REGISTERED AGENT

I hereby accept the appointment as registered agent  
contained in the foregoing Articles of Incorporation and state that  
I am familiar with and accept the obligations of Section 607.0501  
of the Florida Statutes.

Curtis H. Sitterson

Curtis H. Sitterson,  
Registered Agent

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