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Daniel J. Weinberg

Certified Public Accountant

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SECRET
TALLAHASSEE, FLORIDA

MEMBER:

American Institute of C.P.A.'s
New York State Society of C.P.A.'s
Florida Institute of C.P.A.'s

June 4, 1996

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

500001891985
-07/12/96--01031--015
*****70.00 *****70.00

RE: METROPOLIS PROMOTIONS, INC.

To Whom It May Concern:

Enclosed are original Articles of Incorporation together with one (1) copy along with a check in the amount of \$70.00 to cover the filing fees.

Please send acknowledgement receipt to: METROPOLIS
PROMOTIONS, INC.

C/O DANIEL J. WEINBERG, CPA
23123 STATE ROAD 7, SUITE 301
BOCA RATON, FL. 33428

Very truly yours,

Daniel J. Weinberg
Daniel J. Weinberg
Certified Public Accountant

DJW/11

7/15/96

ARTICLES OF INCORPORATION
OF
METROPOLIS PROMOTIONS, INC.

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TALLAHASSEE, FLORIDA

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be:
METROPOLIS PROMOTIONS, INC.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

2628 N.W. 86TH AVENUE
CORAL SPRINGS, FL. 33065

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 AT TEN CENTS (\$.10) EACH

ARTICLE IV - INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

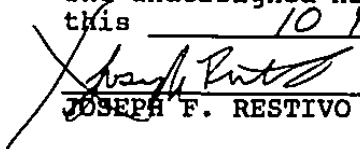
JOSEPH F. RESTIVO
2628 N.W. 86TH AVENUE
CORAL SPRINGS, FL. 33065

ARTICLE V - INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation:

JOSEPH F. RESTIVO
2628 N.W. 86TH AVENUE
CORAL SPRINGS, FL. 33065

The undersigned has(have) executed these Articles of Incorporation this 10th day of July, 1996.


JOSEPH F. RESTIVO

ARTICLE VI - PURPOSES

**Business Purpose: THIS CORPORATION IS ORGANIZED FOR THE PURPOSES
OF ENTERTAINMENT PROMOTIONS.**

CERTIFICATE OF DESIGNATION

CONSENT TO OBTAIN ASSISTANCE IN THE PREPARATION
OF ARTICLES OF INCORPORATION FOR
METROPOLIS PROMOTIONS, INC.

BE IT KNOWN, that the office of DANIEL J. WEINBERG, CPA has provided assistance to the undersigned in filing Articles of Incorporation with Florida Department of State, Division of Corporations.

Each Corporation is a separate entity and as such has specific goals, needs and requirements. It is therefore recommended by this office that corporate documents be reviewed by your legal counsel. We have provided assistance only in filing your Articles of Incorporation, providing a tax and accounting service and do not attempt to render any legal advice.

The professional advice of your legal counsel to ascertain exact compliance with all statutory requirements is strongly recommended.

I(WE), THE UNDERSIGNED INCORPORATOR(S), HEREBY GRANTS PERMISSION TO DANIEL J. WEINBERG, CPA TO ASSIST IN FILING ARTICLES OF INCORPORATION FOR METROPOLIS PROMOTIONS, INC. WITH FLORIDA DEPARTMENT OF STATE, DIVISION OF CORPORATIONS.

7/10/96

DATE

X 

JOSEPH F. RESTIVO

REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned 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:

METROPOLIS PROMOTIONS, INC.

The registered agent and office is:


JOSEPH F. RESTIVO
2628 N.W. 86TH AVENUE
CORAL SPRINGS, FL. 33065

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TALLAHASSEE, FLORIDA


JOSEPH F. RESTIVO

7/10/96
DATE

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 OBLIGATIONS OF MY POSITIONS AS REGISTERED AGENT.


JOSEPH F. RESTIVO

7/10/96
DATE