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Mr. Stuart Weisberg
2655 Collins Ave # 702
Miami Beach, Fl. 33140

JUNE 19, 1996

SECRETARY OF STATE
TALLAHASSEE, FL. 32302

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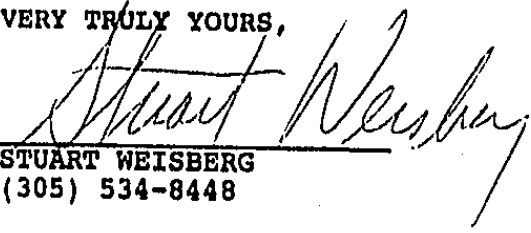
DEAR SIR:

ENCLOSED HERewith ARE THE ARTICLES OF INCORPORATION OF THE
PROPOSED CORPORATION " STU WEISBERG PRODUCTIONS, INC." ALONG
WITH A CHECK IN THE AMOUNT OF \$122.50 TO COVER ALL COSTS.

PLEASE RETURN A CERTIFIED COPY OF SAID ARTICLES OF
INCORPORATION, ENDORSING YOUR APPROVAL THEREON.

WE WOULD APPRECIATE YOUR OFFICE PROCESSING THIS CHARTER
IMMEDIATELY AND RETURNING SAME IN THE ENCLOSED STAMPED SELF-
ADDRESSED ENVELOPE. IF , FOR ANY REASON , A CHARTER CANNOT BE
ISSUED IMMEDIATELY FOR THE PROPOSED CORPORATION , PLEASE
ADVISE.

VERY TRULY YOURS,


STUART WEISBERG
(305) 534-8448

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96 JUL 15 AM 10:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
STU WEISBERG PRODUCTIONS, INC.

ARTICLE 1

CORPORATE NAME

THE NAME OF THIS CORPORATION SHALL BE:

STU WEISBERG PRODUCTIONS, INC.

ARTICLE 11

NATURE OF THE CORPORATE BUSINESS:

THE CORPORATION MAY ENGAGE IN ANY ACTIVITY OR BUSINESS PERMITTED UNDER THE LAWS OF THE UNITED STATES AND UNDER THE LAWS OF THE STATE OF FLORIDA.

ARTICLE 111

CAPITAL STOCK

THIS CORPORATION IS AUTHORIZED TO ISSUE A MAXIMUM OF FIVE HUNDRED (500) SHARES OF STOCK. THE SHARES OF STOCK AUTHORIZED SHALL BE COMMON STOCK HAVING A PAR VALUE OF ONE (1) DOLLAR PER SHARE. THE CONSIDERATION TO BE PAID FOR EACH SHARE OF STOCK SHALL BE FIXED BY THE BOARD OF DIRECTORS.

ARTICLE 1V

PRINCIPAL PLACE OF BUSINESS

THE CORPORATION'S PRINCIPAL OFFICE IN THE STATE OF FLORIDA SHALL BE AT, 2655 COLLINS AVE # 702, MIAMI BEACH, FLORIDA.

ARTICLE V

BOARD OF DIRECTORS

THE NUMBER OF DIRECTORS MAY BE ALTERED FROM TIME TO TIME BY BY-LAWS ADOPTED BY THE SHAREHOLDERS. HOWEVER, THE CORPORATION SHALL HAVE NO LESS THAN ONE (1) DIRECTOR AT ANY TIME.

ARTICLE VI
INITIAL DIRECTOR

NAME	ADDRESS
STUART WEISBERG	2655 COLLINS AVE # 702 MIAMI BEACH, FL. 33140

THE FIRST DIRECTOR SHALL HOLD OFFICE UNTIL THE FIRST ANNUAL MEETING OF THE STOCKHOLDERS OF THE CORPORATION.

CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR DOMICILE FOR THE SERVICES OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

ARTICLE VII

IN PURSUANCE OF CHAPTER 48.091, FLORIDA STATUTES THE FOLLOWING IS SUBMITTED, IN COMPLIANCE WITH SAID ACT:

FIRST. STU WEISBERG PRODUCTIONS, INC. DESIRING TO ORGANIZE UNDER THE LAWS OF THE STATE OF FLORIDA WITH ITS PRINCIPAL OFFICE INDICATED IN THE ARTICLES OF INCORPORATION AT 2655 COLLINS AVE # 702 COUNTY OF DADE, STATE OF FLORIDA HAS NAMED STUART WEISBERG WHOSE OFFICE IS LOCATED AT 2655 COLLINS AVE # 702 MIAMI BEACH FLORIDA AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THIS STATE.

ACKNOWLEDGMENT:

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT TO ACT IN THIS CAPACITY, AND AGREE TO COMPLY WITH THE PROVISIONS OF SAID ACT RELATIVE TO KEEPING OPEN SAID OFFICE.

STUART WEISBERG
RESIDENT AGENT

ARTICLE V111

INCORPORATOR

THE NAME AND POST OFFICE ADDRESS OF THE INCORPORATOR
EXECUTING THESE ARTICLES OF INCORPORATION IS AS FOLLOWS:

INCORPORATOR

ADDRESS

STUART WEISBERG

2655 COLLINS AVE # 702
MIAMI BEACH, FL. 33140

ARTICLE IX

PRE-EMPTIVE RIGHTS

ANY SHAREHOLDER OF THE CORPORATION DESIRING TO SELL HIS/HER
SHARES IN THE CORPORATION, SHALL FIRST OFFER THOSE SHARES TO
THE OTHER SHAREHOLDERS UPON THE SAME TERMS AND CONDITIONS AS
THE SHARES ARE BEING OFFERED TO NON-SHAREHOLDERS. ANY OTHER
SHAREHOLDERS WISHING TO PURCHASE THE OFFERED SHARES, SHALL
EXERCISE THEIR RIGHT OF FIRST REFUSAL WITHIN THIRTY (30) DAYS
OF RECEIPT OF A WRITTEN OFFER TO SELL. THEREAFTER, THE
SELLING SHAREHOLDER SHALL BE FREE TO SELL HIS/HER SHARES TO
ANY NON-SHAREHOLDER UPON THE SAME TERMS AND CONDITIONS AS
WERE OFFERED TO THE REMAINING SHAREHOLDERS.

THE UNDERSIGNED INCORPORATOR, FOR THE PURPOSE OF FORMING A
CORPORATION TO DO BUSINESS WITHIN THE STATE OF FLORIDA, DOES
MAKE AND FILE THESE "ARTICLES OF INCORPORATION", HEREBY
DECLARING AND CERTIFYING THAT THESE FACTS ARE TRUE.

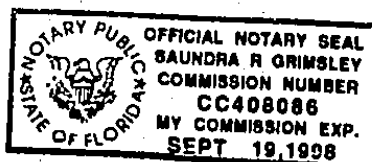
BY

Incorporator/Registered Agent

STATE OF FLORIDA)
COUNTY OF DADE) SS.:

BE IT REMEMBERED that on this day before me,
Notary public duly authorized in the State and County named
above to take acknowledgments, personally appeared STUART
WEISBERG to me known to be the person described as the
Incorporator, and she acknowledged before me that she
executed said Articles of Incorporation.

WITNESS my hand and official seal at Miami, said
County and State, This 10th day of July, 1996



SAUNDRA R. GRIMSLEY
NOTARY PUBLIC

FILED
96 JUL 15 AM 10:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA