

**P96000069507**  
**THE COMPANY CORPORATION**  
111 N. Market Street • Wilmington, Delaware 19801-1151 • Telephone: (302) 575-1111 • (302) 575-1346

96 AUG 19 AM 11:19

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

August 6, 1996

Corporate Records Bureau  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

600001925716  
-08/20/96--01002--018  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

RE: FX ENTERTAINMENT, INC.  
P3423177FXMCL

Dear Sir or Madam:

Enclosed please find Articles of Incorporation (and related documents, if appropriate) and our check in the amount of \$70.00 for FX ENTERTAINMENT, INC.

Please file at your earliest convenience and return confirmation to my attention at the address which is listed above.

Please feel free to contact me directly at 1-302-575-0440, ext.7003, with questions regarding the enclosed application.

Sincerely,

*Kimberly Andras*

Kimberly Andras  
Non-Delaware Filings

enc.

*8-21-96*

ARTICLES OF INCORPORATION  
OF  
FX ENTERTAINMENT, INC.

FILED  
96 AUG 19 11:19  
TALLAHASSEE  
FLORIDA

The undersigned natural person(s), of the age of 21 or more, acting to form a corporation under the corporate laws of the state of Florida do hereby certify the following:

FIRST: The name of the corporation shall be FX ENTERTAINMENT, INC.

SECOND: The address of the initial registered office of the corporation is 7278 S Tamiami Trail, Sarasota, FL 34231, County of Sarasota. The name of the registered agent located at said address is Stephen McLaughlin.

THIRD: The principal address of the corporation is 7278 S Tamiami Trail, Sarasota, FL 34231.

FOURTH: The purpose for which this corporation is organized shall be to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

FIFTH: The total authorized stock of this corporation is divided into 10,000 shares of no par value.

SIXTH: The number of directors constituting the initial board of directors is five, and the name(s) and address(es) who will serve as directors until the first annual meeting of shareholders or until their successors are as follows:

Stephen McLaughlin, David McLaughlin, William McLaughlin, Michael Schoen, and  
Steven Barth all of: 7278 S Tamiami Trail, Sarasota, FL 34231

SEVENTH: The duration of the corporation is perpetual.

EIGHT: This is Close Corporation.

NINTH: The name(s) and address(es) of the persons who are to act as Incorporator(s) are as follows:

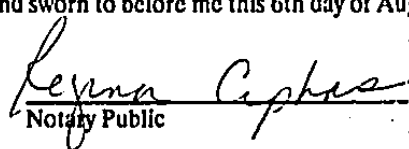
Kimberly Andras c/o The Company Corporation  
1313 N. Market Street, Wilmington DE 19801.

We (I), the undersigned, being all the incorporators of the corporation identified above, declare that we have examined the foregoing this 6th day of August, 1996.

  
State of Delaware

County of New Castle

THE FOREGOING instrument was acknowledged and sworn to before me this 6th day of August, 1996 by Kimberly Andras.

  
Notary Public

This document was prepared by Kimberly Andras, 1313 N. Market Street, Suite 341, Wilmington, DE 19801 (302) 575-0440

KIMBERLY ANDRAS  
NOTARY PUBLIC DELAWARE  
Appointed February 11, 1995  
Term 4 Years

FILED  
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SECRET  
STATE  
FLORIDA

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING  
AGENT UPON PROCESS MAY BE SERVED.**

In compliance with Section 43.091, Florida Statutes, the following is submitted:

First, this FX ENTERTAINMENT, INC.  
desiring to organize under the laws of the State of Florida with its principal  
place of business located in the city of Sarasota <sup>Sarasota</sup> ~~Saratoga~~, State of  
Florida, has named Stephen McLaughlin located at  
7278 S. Tamiami Trail, <sup>Sarasota</sup> ~~Saratoga~~, FL 34231  
\_\_\_\_\_ as its agent for service of  
process within Florida.

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

*W. M. 24*

7/28/96  
Date