

LEE C. SUMMERS, P.A.
ATTORNEY AND COUNSELLOR AT LAW

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August 22, 1996

D. BROWN AUG 23 1996

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 AUG 23 PM 12:03

**ARTICLES OF INCORPORATION
OF**

Golden Hill Studios, Inc.

The undersigned Incorporator hereby forms a corporation under Chapter
607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the Corporation shall be:

Golden Hill Studios, Inc.

The address of the principal office of this corporation shall be 6830 N. Federal
Highway, Boca Raton, FL 33487 and the mailing address of the corporation shall be
the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or
business permitted under the laws of the United States, the State of Florida or any
other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

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

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall
be 2300 Glades Road, Suite 460 West, Boca Raton, Florida 33431, and the name of

the initial registered agent of the corporation at that address is Lee C. Summers, Esq.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have two directors, initially. The names and addresses of the initial members of the Board of Directors are:

Larry Schwartz	2300 Glades Road, Suite 450W Boca Raton, FL 33431
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Frederick Horwin	2300 Glades Road, Suite 450W Boca Raton, FL 33431
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ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Lee C. Summers, Esquire
2300 Glades Road, Suite 460 West
Boca Raton, Florida 33431

IN WITNESS WHEREOF, the undersigned has hereunto set their hand and seal on August 22, 1996.


Lee C. Summers

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**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

Lee C. Summers, P.A., a Florida corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statute.

LEE C. SUMMERS, P.A.

By: 

Lee C. Summers, President