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EDWARD de R. CAYIA, P.A.

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August 22, 1996

VIA FEDERAL EXPRESS

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

800001980898  
-08/23/96--01070--002  
\*\*\*\*122.50 \*\*\*\*122.50

Re: MAD HATTER STUDIOS, INC.

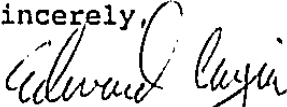
Dear Sir or Madam:

Enclosed herewith please find the Articles of Incorporation for the above-referenced corporation, and my operating account check in the amount of \$122.50 covering the various fees.

Please forward a certified copy of the Articles, and the Charter Number to this office at the above address.

Thank you for your attention to this matter.

Sincerely,



Edward de R. Cayia, P.A.

EC/ss

Enclosures

AUG 26 1996

BSB

FILED  
96 AUG 23 PM 2:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
MAD HATTER STUDIOS, INC.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of the corporation shall be MAD HATTER STUDIOS, INC.

ARTICLE II. TERM OF EXISTENCE

The corporation shall have perpetual existence commencing on the date of filing of these Articles of Incorporation.

ARTICLE III. PURPOSE

This corporation is organized for the following purposes: To engage in all legally authorized business practices in the State of Florida, including but not limited to the creation, performance, recording, reproduction, licensing, investing, marketing, and distribution of artistic talent in the amusement, entertainment, film, and musical fields; to acquire copyrights on songs, lyrics, and musical compositions; to license and use such material for mechanical or other reproductions; to license the use by vocal, instrumental, or any other means known or to be known; to print, sell, and distribute sheet music; to acquire rights in literary and musical properties, and publish the same under contract; and to do any and all other acts necessary to fulfill such endeavors.

ARTICLE IV. CAPITAL STOCK

This corporation is authorized to issue 100 shares of \$5.00 value stock.

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal office of this corporation is: 80 N.E. 168th Street, North Miami Beach, FL 33162.

The name of the initial registered agent of this corporation at that address is MAREK STYCOS.

ARTICLE VI. INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) Directors initially. The number of Directors may be increased from time to time according to the ByLaws. The names and addresses of the initial Directors of the corporation are JOHN W. SAWYER and MAREK STYCOS of 80 N.E. 168th Street, North Miami Beach, FL 33162.

ARTICLE VII. INCORPORATION

The name and address of the person signing these Articles of Incorporation is as follows: JOHN W. SAWYER of 80 N.E. 168th Street, North Miami Beach, FL 33162.

ARTICLE VIII. BYLAWS

The power to adopt, alter, amend or repeal the ByLaws shall be vested in the Board of Directors.

ARTICLE IX. RESTRICTIONS ON TRANSFER OF STOCK

Shares of capital stock of this corporation shall not be resold or otherwise transferred to other persons unless such shares are first offered to the initial shareholders of the corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all of the shareholders.

ARTICLE X. CALLING OF SPECIAL MEETING

Special meetings of shareholders may be called by written notice delivered to each shareholder three (3) business days prior to the meeting date.

ARTICLE XI. SHAREHOLDER QUORUM AND VOTING

Seventy five percent (75%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum of a meeting of shareholders. If a quorum is present, the affirmative vote of seventy five percent (75%) of the shares entitled to vote shall be the act of the shareholders.

ARTICLE XII. MANAGEMENT OF CORPORATION BY DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation, shall be managed under the direction of the Board of Directors of the corporation.

ARTICLE XIII. DIRECTOR QUORUM AND VOTING

Two (2) Directors shall constitute a quorum for a meeting of the Directors. If a quorum is present, the affirmative vote of the majority of the Directors shall be the act of the Board of Directors.

ARTICLE XIV. MEETING BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in meetings of the Board of Directors by means of a conference telephone, as provided by law.

ARTICLE XV. ACTION BY DIRECTORS WITHOUT A MEETING

The Directors of this corporation may take action by written consent, as provided by law.

ARTICLE XVI. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional

shares) at the price at which it is offered to others.

ARTICLE XVII. INDEMNIFICATION

This corporation shall indemnify all officers or Directors or any former officer or Director, to the full extent permitted by law, provided they were acting in the best interests of the corporation.

ARTICLE XVIII. AMENDMENT

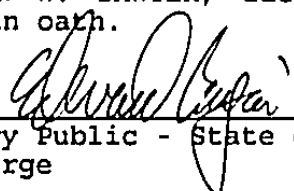
This corporation reserves the right to amend any provision in these Articles of Incorporation, or any amendment, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 12 day of August, 1996.

  
JOHN W. SAWYER, Incorporator

STATE OF FLORIDA     )  
COUNTY OF BROWARD    )

2 The foregoing instrument was acknowledged before me on this day of August, 1996, by JOHN W. SAWYER, identified by a Florida driver's license, without an oath.

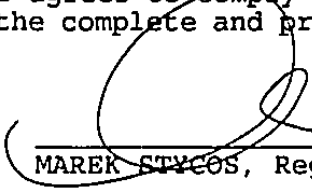
  
Notary Public - State of Florida  
at Large

My commission expires:



EDWARD CAYIA  
My Commission CC304903  
Expires Aug. 07, 1997

The undersigned, having been named as Registered Agent to accept Service of Process for MAD HATTER STUDIOS, INC., at 80 N.E. 168th Street, North Miami Beach, FL 33162, does hereby agree to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the complete and proper performance of his duties.

  
MAREK STYCOS, Reg. Agent