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8/29/96 FLORIDA DIVISION OF CORPORATIONS 11:32 AM

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TO: DIVISION OF CORPORATIONS FAX #: (904)922-4001

FROM: COHEN, BERKE, BERNSTEIN, BRODIE & KONDELL, P ACCT#: 075410000050
CONTACT: PEGGY MARINELLI
PHONE: (305)854-5900 FAX #: (305)857-9322

NAME: BKAJ, INC.
AUDIT NUMBER......H96000012109
DOC TYPE..........FLORIDA PROFIT CORPORATION OR P.A.
CERT. OF STATUS..0 PAGES....... 4
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ARTICLES OF INCORPORATION
OF
BKAJ, INC.

The undersigned, acting as incorporator of BKAJ, INC. (the "Corporation") under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I

NAME

The name of the Corporation is: BKAJ, INC.

ARTICLE II

COMMENCEMENT OF EXISTENCE

The existence of the Corporation will commence on August 29, 1996.

ARTICLE III

DURATION

The duration of the Corporation will be perpetual.

ARTICLE IV

PURPOSE

The general purpose or purposes for which the Corporation is organized is to transact any and all lawful business for which a corporation may be incorporated under the Florida Business Corporation Act.

Prepared by:
Richard N. Bernstein Esq.
Florida Bar No. 304239
Cohen,Berke,Bernstein,Brodie,
Kondell & Laszlo, P.A.
2601 So. Bayshore Drive, 19th Fl.
Miami, Florida 33133
(305) 854-5900

ARTICLE V

PRINCIPAL OFFICE

The the principal office of the Corporation shall be:

3843 N.E. 166th Street
Miami, Florida 33160

ARTICLE VI

AUTHORIZED SHARES

The maximum number of shares that the Corporation is authorized to issue is Ten Thousand (10,000) shares of Common Stock at $.01 par value per share.

ARTICLE VII

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 2601 South Bayshore Drive, 19th Floor, Miami, Florida 33133, and the name of the Corporation's initial registered agent at that address is COBER Corporate Agents, Inc.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

The corporation shall have four (4) directors initially. The number of directors may be increased or diminished from time to time, as provided in the Bylaws. The names and addresses of the directors are:

Name	Address
Jac Berman	3843 N.E. 166th St. Miami, Florida 33160
Alegre Berman	3843 N.E. 166th St. Miami, Florida 33160

Sanford Bosom	3843 N.E. 166th Street Miami, Florida 33160
Bret Krupnick	3843 N.E. 166th Street Miami, Florida 33160

ARTICLE IX

INCORPORATOR

The name and street address of the incorporator is:

Name	Address
James A. Lansch	c/o Cohen, Berke, Bernstein, Brodie, Kondell & Laszlo, P.A. 2601 So. Bayshore Drive 19th Floor Miami, Florida 33133

ARTICLE X

INDEMNIFICATION

To the extent permitted by law, the Corporation shall indemnify any person who was or is a party to any proceeding by reason of the fact that he is or was a director, officer, employee, or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise against liability incurred in connection with such proceeding, including any appeal thereof, if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the Corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The Corporation shall reimburse each person for all costs and expenses, including attorneys' fees, reasonably incurred by him in connection with any such liability in the manner provided for by law or in accordance with the Corporation's Bylaws.

The rights accruing to any person under the foregoing provision shall not exclude any other right to which he may be lawfully entitled, nor shall anything therein contain or restrict the right of the Corporation to indemnify or reimburse such person in any proper case even though not specifically provided for herein.

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IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 29th day of August, 1996.

JAMES A. LANSCH, Incorporator

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been designated as registered agent for **BKAJ, INC.** in the foregoing Articles of Incorporation, I, on behalf of COBER Corporate Agents, Inc., a Florida corporation, hereby agree to accept service of process for said corporation and to comply with all statutes relative to the complete and proper performance of the duties of a registered agent. I am familiar with and accept the obligations of that position.

COBER CORPORATE AGENTS, INC.

By: ______________________

MICHAEL A. BERKE, Vice President

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DEC 11 '96 04:... COHEN BERKE P.1/2

12/11/96 FLORIDA DIVISION OF CORPORATIONS 4:04 PM
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TO: DIVISION OF CORPORATIONS FAX #: (904)922-4000

FROM: COHEN, BERKE, BERNSTEIN, BRODIE & KONDELL, P ACCT#: 075410000050
CONTACT: PEGGY MARINELLI
PHONE: (305)854-5900 FAX #: (305)857-9322

NAME: BKAJ, INC.
AUDIT NUMBER......H96000017395
DOC TYPE..........BASIC AMENDMENT
CERT. OF STATUS..0 PAGES....... 1
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Corporation ✓
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ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION OF BKAJ, INC.
a Florida Corporation

Pursuant to Sections 607.1003 and 607.1006, Florida Business Corporation Act, BKAJ, INC., a Florida corporation, hereinafter referred to as the "Corporation," files these Articles of Amendment.

1. Article I of the Articles of Incorporation of Corporation is amended to read as follows:

ARTICLE I

Name

The name of the corporation is: **FRONT ROW U.S.A. ENTERTAINMENT, INC.**

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2. The above amendment was adopted and approved by all of the shareholders and directors of the Corporation on December 10, 1996. The Corporation has one class of outstanding shares of common stock entitled to vote, and the amendment set forth herein was unanimously approved by all of the shareholders of the Corporation.

IN WITNESS WHEREOF, the undersigned, as President of the Corporation, has executed these Articles of Amendment as of December 10, 1996.

~~[illegible], President~~
Brett Krupnick

Prepared by:
Francisco J. Arbide, Esq.
Florida Bar No. 0868779
2601 So.Bayshore Dr., 19th Fl.
Miami, Florida 33133
(305) 854-5900

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