

P96000072542

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Tuesday, August 12, 1996

Division of Corporation
FLORIDA DEPARTMENT OF STATE
Tallahassee, Florida

600001929016
-08/21/96--01098--008
***122.50 ***122.50

RE: The Incorporation of IPI Entertainment Group IV, Inc.

Dear Gentlemen/Ladies:

Enclosed you will find the required Articles as well as payment for the above company.

Physical Address of the company shall be:

IPI Entertainment Group IV, Inc.
934 N. University Drive, Suite 1131
Coral Springs, FL 33071

Mailing Address of the company shall be:

IPI Entertainment Group IV, Inc.
P.O. Box 771882
Coral Springs, FL 33077-1882

Phone Number: (954) 506-0909

Please try to mail all documents flat in a large envelope. Thank you.

W96000072542
PH/17694
8/30/96



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 22, 1996

RICHARD M. CUMMINGS
P O BOX 771882
CORAL SPRINGS, FL 33077-1882

SUBJECT: IPI ENTERTAINMENT GROUP IV, INC.
Ref. Number: W96000017694

We have received your document for IPI ENTERTAINMENT GROUP IV, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent and registered office listed in your articles of incorporation must be consistent throughout the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6915.

Pamela Hall
Document Specialist

Letter Number: 096A00040000

CORRECTED 8/27
[Signature]

ARTICLES OF INCORPORATION

IPI Entertainment Group IV, Inc.

FILED

26 AUG 30 PM 2:45

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be ***IPI Entertainment Group IV, Inc.*** and the initial address of this corporation shall be 934 N. University Dr., Ste. 131, Coral Springs, Florida 33071

ARTICLE II

This corporation may engage in any activity or business permitted under the laws of the State of Florida.

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

Number of Shares Authorized: 4,000,000
Par Value Per Share: \$.001
Class of Stock: Common

The consideration for all of the said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of the corporation.

ARTICLE IV

This corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE V

The initial registered office of this corporation shall be at 934 N. University Dr., Ste. 131, Coral Springs, Florida 33071 with the privilege of having its offices and branch offices at other places within or without the State of Florida. The initial registered agent at that address shall be Richard M. Cummings.

ARTICLE VI

This corporation shall have at least one director, with the exact number to be specified by the stockholders from time to time unless the stockholders shall by unanimous vote thereafter, determine that the corporation be managed by the stockholders.

ARTICLE VII

The name and mailing addresses of the first directors of the corporation, who shall hold office for the first year or until their successors are duly elected and qualified shall be:

Richard M. Cummings - 3801 S. Ocean Dr., Apt. 14D, Hollywood, FL 33019
Jay Cramblit - 934 N. University Drive, Suite 131, Coral Springs, FL 33071
Charles Bearint - 400 White Horse Pike, Collingswood, NJ 08108

ARTICLE VIII

The name and mailing address of the Incorporator is Richard M. Cummings,
P.O. Box 771882, Coral Springs, FL 33077-1882

ARTICLE IX

No contract or other transaction between this corporation and any other corporation, and no act of this corporation, shall in any way be affected or validated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation who is also a director or an officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction, with like force and effect as if he were not such a director or officer of such other corporation, or not so interested.

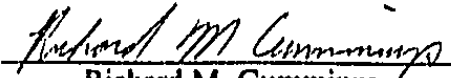
ARTICLE X

The private property of the stockholders shall not be subject to payment of the corporate debts in any extent.

ARTICLE XI

This corporation shall indemnify and insure its officers and directors to the fullest extent permitted by law either now or hereafter.

IN WITNESS WHEREOF, I, the undersigned, being the Incorporator hereinbefore named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, make and file these Articles of incorporation, hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 12th day of August, 1996.


Richard M. Cummings
INCORPORATOR AND PRESIDENT
IPI Entertainment Group IV, Inc.

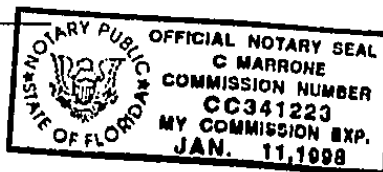
STATE OF FLORIDA
COUNTY OF BROWARD

BEFORE ME, the undersigned authority, personally appeared Richard M. Cummings, to me known to be the person described in and who executed the foregoing Articles of Incorporation, who, after being duly sworn under oath, acknowledged before me that he executed the same for the purpose therein stated.

WITNESS my hand and official seal in the State and County aforesaid,
this 12th day of August, 1996.


NOTARY PUBLIC

My commission expires:



FILED

96 AUG 30 PM 2:45

CLERK OF STATE
TALLAHASSEE, FLORIDA

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

In compliance with the laws of Florida, the following is submitted:

First, that ***IPI Entertainment Group IV, Inc.*** desiring to organize under the laws of the State of Florida, has named Richard M. Cummings, 934 N. University Dr., Suite 131, Coral Springs, FL 33071 of Broward County, State of Florida, as its statutory Registered Agent.

Mailing Address: P.O. Box 771882, Coral Springs, FL 33077-1882
of Broward County, State of Florida.

Having been named the statutory Registered Agent of the above corporation at the place designated in this certificate, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.



Richard M. Cummings, Registered Agent

IPI Entertainment Group IV, Inc.

Dated this 12th day of August, 1996