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KATHY DINICH  
3440 NE 192ND STREET, # 50  
AVENTURA, FLORIDA, 33180  
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FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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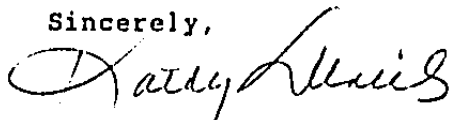
August 30, 1996

Florida Secretary of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

To whom this may concern:

Please accept the enclosed articles of corporation and contact me  
at the above address if necessary.

Sincerely,



Kathy Dinich

D. BROWN SEP - 6 1996

ARTICLES OF INCORPORATION OF  
SOBE PRODUCTIONS, INC.

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The undersigned, acting as incorporator of SOBE PRODUCTIONS, INC. under the Florida General Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation is SOBE PRODUCTIONS, INC. The principal place of business of this corporation shall be 3440 N.E. 192 Street, #5-G, Aventura, FL. 33180.

ARTICLE II. COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence on the date of filing of these Articles of Incorporation.

ARTICLE III. PURPOSE

This corporation is formed for the purpose of creation, operation and production of live performance events in the Miami Beach region, and in any businesses incidental thereto and may engage in any other activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV. AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is 500 shares of common stock having no par value per share. The consideration to be paid for each share shall be fixed by the board of directors and may be paid in whole or in part in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation, with a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The name of the corporation's initial registered agent is Kathy Dinich, and the street address of the initial registered office is 3440 N.E. 192 Street, #5-G, Aventura, FL 33180.

ARTICLE VI. INITIAL BOARD OF DIRECTORS

The corporation shall have five (5) directors initially. The number of directors may be increased from time to time, as provided in the bylaws, but shall never be less than one. The names and street addresses of the initial directors are:

Gregory Bagarozy	21 Cimarron Road Putnam Valley, NY
John Brodie	2967 Myrtle Oak Circle Davie, FL 33328
Kathy Dinich	3440 N.E. 192 Street #5-G Aventura, FL 33180
Sydney A. Francis	10715 Griffing Blvd. Miami, FL 33161-7241
Joel Nuss	c/o Royce-Martin Company 530 A Cherry Lane Floral Park, NY 11001

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator is:

Kathy Dinich	3440 N.E. 192 Street #5-G Aventura, FL 33180
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ARTICLE VIII. BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaws adopted

by the shareholders if the shareholders specifically provide that the bylaws are not subject to amendment or repeal by the directors.

ARTICLE IX. AMENDMENTS

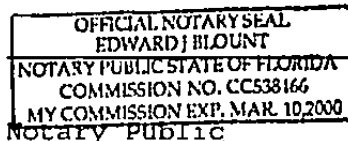
The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation. These Articles may be amended prior to the issuance of shares of the corporation by the unanimous approval or consent of the board of directors. Thereafter, every amendment shall be approved by the board of directors, proposed by them to the shareholders, and approved at a shareholders' meeting by the holders of a majority of the shares entitled to vote on the matter or in such other manner as may be provided by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 30 day of August, 1996.

  
KATHY DINICH

STATE OF FLORIDA    )  
                              )  
COUNTY OF DADE    )

The foregoing instrument was acknowledged before me this 30 day of August, 1996 by KATHY DINICH who is personally known to me or who has produced a Florida Drivers License as identification.



(signature of person taking acknowledgment).

(name of officer taking acknowledgment, typed, printed or stamped)

(title or rank)

(serial number, if any)

SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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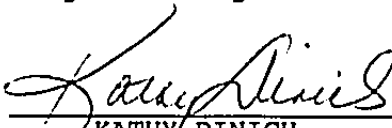
**CERTIFICATE AND ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT**

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

The above corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation at 3440 N.E. 192 Street, #5-G, Aventura, FL 33180, has named KATHY DINICH located at the aforesaid address, as its Registered Agent to accept service of process within this state.

**ACCEPTANCE OF APPOINTMENT**

Having been named as registered agent for SOBE PRODUCTIONS, INC. at the place designated in said Articles of Incorporation, and being familiar with the obligations of that position, I hereby agree to accept service of process for said corporation, to comply with the provisions of Florida Law in keeping open said office, and to comply with any and all statutes relative to the complete and proper performance of the duties of registered agent.

  
KATHY DINICH