

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870

Mailing Address: Post Office Box 10349, Tallahassee, FL 32302

TOLL FREE No. 1-800-342-8062

FAX (904) 222-1222

NAME _____

FIRM _____

ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

P. CHESSER SEP 6 1996

REQUEST TAKEN CONFIRMED APPROVED

DATE 9/6

TIME _____ CK No. _____

BY _____

WALK-IN 9:00 2/1/96
Will Pick Up

RE: The Studio - The Micki Room, Inc.

	C.C. FEE.	DISBURSED
<input checked="" type="checkbox"/> Capital Express™		
<input checked="" type="checkbox"/> Art. of Inc. File		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership File		
<input type="checkbox"/> Foreign Corp. File		
<input checked="" type="checkbox"/> () Cert. Copy(s)		
<input type="checkbox"/> Art. of Amend. File		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> C U S -		
<input type="checkbox"/> Fictitious Name File	500001941005	
	-09/06/96--01021--010	
<input type="checkbox"/> Name Reservation	****122.50	****122.50
<input type="checkbox"/> Annual Report/Reinstatement		
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate KII		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 File		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No.'s, Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone ()		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prop.		
<input type="checkbox"/> FAX () pgs.		

SUBTOTALS _____

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 18% per Annum.

THANK YOU
from
Your Capital Connection

**ARTICLES OF INCORPORATION
OF
THE STUDIO - THE MIDI ROOM, INC.
a Florida Corporation**

FILED
95 SEP -6 PM 1:30
HALL COUNTY, FLORIDA

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I - NAME

The name of this corporation is **THE STUDIO - THE MIDI ROOM, INC.**

ARTICLE II - MAILING ADDRESS AND PRINCIPAL OFFICE

The mailing address and principal office of this Corporation shall be:

One S.E. Third Avenue
Suite 1980
Miami, Florida 33131

ARTICLE III - DURATION

The period of its duration is perpetual.

ARTICLE IV - PURPOSE

The purpose is to engage in all lawful activity.

ARTICLE V - CAPITAL STOCK

The corporation is authorized to issue 1,000 shares, all of one class.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The name and address of the initial registered agent of the corporation is AMKG Registered Agents, Inc. and the initial registered office of this corporation is 1980 SunTrust International Center, One S.E. Third Avenue, Miami, Florida 33131.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have four (4) directors initially. The number of directors may be either increased or decreased, from time to time, by an amendment of the By-Laws of this corporation in the manner provided by law, but shall never be less than one (1).

The name and address of the initial directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Ariyah Okamoto	350 Lincoln Road Suite 207 Miami Beach, Florida
Luciano Delgado	350 Lincoln Road Suite 207 Miami Beach, Florida
Dan Warren	350 Lincoln Road Suite 207 Miami Beach, Florida
Frank Falestra	350 Lincoln Road Suite 207 Miami Beach, Florida

ARTICLE VIII - BY-LAWS

The By-Laws of this corporation may be adopted, altered, amended or repealed by either the Shareholders or Directors.

ARTICLE IX - INCORPORATOR

The name and address of the Incorporator signing these Articles of Incorporation is:

NAME

ADDRESS

Craig P. Kalil

1980 SunTrust International Center
One S.E. Third Avenue
Miami, Florida 33131

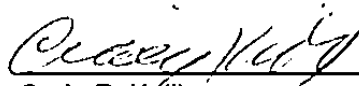
ARTICLE X - AMENDMENT OF ARTICLES

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

ARTICLE XI - EFFECTIVE DATE

Pursuant to F.S. 607.0203, corporate existence shall begin on September 4, 1996.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 5th day of September, 1996.



Craig P. Kalil
Incorporator

CERTIFICATE OF REGISTERED AGENT

OF

THE STUDIO - THE MIDI ROOM, INC.

a Florida Corporation

Pursuant to Chapter 607.034 of the Florida Statutes, the following is submitted, in compliance with said Act:

That THE STUDIO - THE MIDI ROOM, INC. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at the City of Miami, County of Dade, State of Florida, has named AMKGS Registered Agents, Inc. of 1980 SunTrust International Center, One Southeast Third Avenue, Miami, Florida 33131, as its agent to accept service of process with this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at place designated in this Certificate, the undersigned hereby agrees to act in this capacity and agrees to comply with the provision of said Act relative to keeping open said office.

Dated this 5th day of September, 1996.

AMKGS Registered Agents, Inc.

By: 

CRAIG P. KALIL
Vice President