TAHADASSET, FL. MIDI-1603 POR 1-1019 IX POR 1-1019 IX PROPER NO. 1 072100000032 REFERENCE: 01240200 1032 AUTHORIZATION: COST LIMIT: \$ 123.50

ORDER DATE : September 11, 1996

ORDER TIME : 11:25 AM

ORDER NO. : 081482

CUSTOMER NO:

2352A

CUSTOMER: Mr. Jack A. Kirschenbaum

GRAY HARRIS & ROBINSON, P.A.

Suite 138

1800 W. Hibiacus Boulevard

Melbourne, FL 32901

DOMESTIC FILING

NAME: GARY PROPPER ENTERTAINMENT,

INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

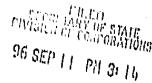
XXXX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Danny G. Smith

EXAMINER'S INITIALS:

(9/11/96

200001944992



ARTICLES OF INCORPORATION OF GARY PROPPER ENTERTAINMENT, INC.

ARTICLE 1 - NAME

The name of this corporation is GARY PROPPER ENTERTAINMENT, INC.

ARTICLE II - ADDRESS

The principal office of the corporation is 1800 West Hibiscup Boulevard, Suite 138, Melbourne, Florida 32902-1870.

ARTICLE III - DURATION

This corporation shall exist perpetually.

ARTICLE IV - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

ARTICLE V - CAPITAL STOCK

This corporation is authorized to issue 7,500 shares of \$1.00 par value common stock.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation shall be:

1800 West Hibiscus Blvd., Suite 138 Melbourne, FL 32902-1870 The name of the initial registered agent of this corporation at that address shall be:

Jack A. Kirschenbaum

ARTICLE VII - INITIAL BOARD OF DIRECTORS AND OFFICERS

- A. This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the Bylaws but shall never be less than one (1).
- B. The name and address of the initial director and officer of this corporation are as follows:

Name

Street Address

Office

Gary Propper

1800 West Hibiscus Blvd.

Director

Suite 138

President

Melbourne, FL 32902-1870 Secretary

...

Treasurer

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles is:

Name

Address

Jack A. Kirschenbaum

1800 West Hibiscus Blvd., Suite 138 Melbourne, FL 32902-1870

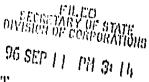
ARTICLE IX - BYLAWS

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

ARTICLE X - AMENDMENT

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.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 28th day of August 1996.	
	Jack A. Kirschynbaum Incorporator
STATE OF FLORIDA COUNTY OF BREVARD	
The foregoing instrument was acknowledged before me this 28th day of Avgust 1996, by Jack A. Kirschenbaum.	
(Signature of Motary Public
TERRI LYNN ARNOLD MY COMMIDRION P DO 343017 EXPHILES: February 6, 1926 Bondard Thiru Notary Public Undersolan AFFIX NOTARY STAMP	(Print Notary Name) My Commission Expires: 2-5.98 Commission No.: CC 3 43017
	Personally known, or Produced Identification Type of Identification Produced:



CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT

Having been named as the registered agent in the Articles of Incorporation of GARY PROPPER ENTERTAINMENT, INC., I hereby accept and agree to act in this capacity.

Jack A Kirschenbaum