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11:03

EMPI CORPORATE KIT

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9/20/96

FLORIDA DIVISION OF CORPORATIONS
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11:03 AM

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((H96000013218 S)))

TO: DIVISION OF CORPORATIONS
FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305) 541-3694

FAX #: (904) 922-4001
ACCT#: 072450003255
FAX #: (305) 541-3770

NAME: ANAPHE PRODUCTIONS & ENTERTAINMENT GROUP, IN
AUDIT NUMBER.....H96000013218
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
CERT. OF STATUS..0
CERT. COPIES.....1

PAGES.....6
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TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF****ANAPHIE PRODUCTIONS & ENTERTAINMENT GROUP, INC.**

The undersigned subscriber to these Articles of Incorporation, a natural person, competent to contract, hereby forms a corporation under the Laws of the State of Florida.

ARTICLES I**NAME**

The name of the Corporation shall be:

ANAPHIE PRODUCTIONS & ENTERTAINMENT GROUP, INC.

ARTICLE II**PURPOSES**

The purposes for which the Corporation is formed and the business and objects to be carried on and promoted by it are as follows:

a) To transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act.

B) to do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE III**CAPITAL STOCK**

The maximum number of shares that this corporation is to have outstanding at any one time is 100 HUNDRED (100) shares common stock, having a nominal or par VALUE of ONE Dollar (\$ 1.00) per share. The consideration to be paid for each share shall be fixed by the board of directors, but in no event shall be less than \$ 1.00.

ARTICLE IV**TERM**

This corporation shall commence on the date of the filing of these Articles of Incorporation and shall have perpetual existence.

HIDALGO ACCOUNTING SERV.
1341 S.W. 119 COURT
MIAMI, FL 33184
(305) 552 6218

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TALLAHASSEE, FLORIDA

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ARTICLE V

REGISTERED AGENT AND REGISTERED OFFICE

The Registered Agent of this corporation shall be: Carlos M. Hidalgo and the Registered Office shall be located at 782 N.W. Le Jeune Road - suite 429. Miami, Florida 33126 or at such other place as the Board of Directors shall from time to time direct, with appropriate notice being given to the Secretary of State in accordance with Law. The aforementioned location also constitutes the principal office.

ARTICLE VI

DIRECTORS

This corporation shall have not less than one or more than four directors, as set forth in the By-laws. The name and street address of the first board of directors of this corporation who, subject to this Articles of Incorporation, By-laws of this corporation, and the laws of the State of Florida, shall hold office until his successors have been elected and qualified, is:

NAME	STREET ADDRESS
C.S. Hidalgo	782 N.W. Le Jeune Rd. suite 429 Miami, Florida 33126

ARTICLE VII

INSPECTION OF BOOKS AND RECORDS

The corporation shall from time to time determine whether and to what extent and at what times and places and under what conditions and regulations that accounts and books of the corporation (other than the stock book) or any of them shall be open to inspection of shareholders shall have the right of inspecting any account, book or document of this corporation except as conferred by statute, unless authorized by a resolution of the shareholders or the board of directors.

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ARTICLE VII

INDEMNIFICATION OF OFFICERS AND DIRECTORS

Every officer and every director of the corporation shall be indemnified by the corporation, as permitted by law, against all expenses and liability, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party or which he may become involved by reason of his being or having been an officer or director of the corporation, whether or not he is an officer or director at the time such expenses are incurred. The foregoing rights of indemnification shall be in addition to and not exclusive of all other rights to which such officer or director may be entitled.

ARTICLE IX

TELEPHONE MEETING AUTHORIZATION

Member of the board of directors or nay executive committee designated by the board of directors in accordance with law shall be deemed present at nay meeting of the board of directors or executive committee, as the case may be, if a conference telephone or similar communications equipment by means of which all persons participating in the meeting can heard or be heard by all other persons, is used.

IN WITNESS WHEREOF, the parties named below have hereby executed these Articles of Incorporation for the uses and purposes herein stated.

C.E. Hidalgo

STATE OF FLORIDA)
COUNTY OF DADE) SS

HIDALGO ACCOUNTING SERV.
1341 S.W. 119 COURT
MIAMI, FL 33184
(305) 552 6218

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I HEREBY CERTIFY That on this day, before me, Notary Public duly authorized in the State and County named above to take acknowledgements, personally appeared:

C.S. Hidalgo

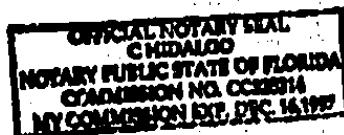
782 N.W. Le Jeune Rd.
Suite 429
Miami, Florida 33126

to me known to be the person (s) described as subscribed (s) to the foregoing Articles of Incorporation, in and who executed the same, and acknowledged before me that they executed the same freely and voluntarily, for the uses and purposes therein expressed.

WITNESS my hand and official seal at Dade County, Florida, this 10th day of Sept, 1996.

Notary Public of the STATE OF
FLORIDA AT LARGE

My commission expires:



HIDALGO ACCOUNTING SERV.
1341 S.W. 119 COURT
MIAMI, FL 33184
(305) 552 6218

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EMPIRE CORPORATE KIT

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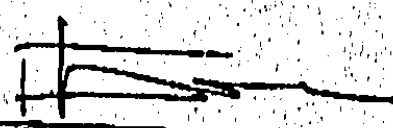
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CERTIFICATE ACCEPTING DESIGNATION

AS

REGISTERED AGENT

I HEREBY CERTIFY that I have accepted the designation
Registered Agent of ANAPNE PRODUCTIONS & ENTERTAINMENT
GROUP, INC. and agree to serve as its agent to accept
service of process within this State as its Registered
Office.


Carlos M. Hidalgo

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CLERK OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA

COUNTY OF DADE

} ss

SWORN TO AND SUBSCRIBED before me by Carlos M. Hidalgo
on this 19th day of September, 1996

Notary Public, STATE OF FLORIDA
AT LARGE

My commission expires:

OFFICIAL NOTARY SEAL
CHIDALGO
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. 0000314
MY COMMISSION EXP. DEC 14, 1997

HIDALGO ACCOUNTING SERV.
1341 S.W. 119 COURT
MIAMI, FL 33184
(305) 552 6218

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