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*Stuzin and Camner*

PROFESSIONAL ASSOCIATION  
25TH FLOOR  
1221 BRICKELL AVENUE  
MIAMI, FLORIDA 33131-3266  
(305) 577-0600

NIKKI J. NEDBOR

September 20, 1996

Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32301

500001954305  
-09/24/96--01041--015  
\*\*\*\*\*112.50 \*\*\*\*\*112.50

Re: Casting Couch Productions, Inc.

Dear Sir or Madam:

500001954305  
-09/24/96--01041--016  
\*\*\*\*\*10.00 \*\*\*\*\*10.00

Enclosed please find two (2) checks totaling the amount of \$122.50 representing your fee for filing the enclosed Articles of Incorporation for the referenced corporation. Upon receipt please file said articles and provide us with a stamped filed copy and the filing certificate in the enclosed self-addressed stamped envelope.

Thank you in advance for your cooperation in this matter.

Very truly yours,

STUZIN AND CAMNER, P.A.

*Nikki J. Nedbor*

Nikki J. Nedbor

NJN/sl  
Enclosures

FILED  
96 SEP 23 PM 3:53  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

9-24-96  
KR

ARTICLES OF INCORPORATION  
FOR  
CASTING COUCH PRODUCTIONS, INC.

FILED  
96 SEP 23 PM 3:53  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation under the Florida Business Corporations Act, adopts the following Articles of Incorporation:

**ARTICLE I**

The name of the corporation is "CASTING COUCH PRODUCTIONS, INC."

**ARTICLE II**

The principal office and mailing address of this corporation is 151 N. Hibiscus Drive, Miami Beach, Florida 33139.

**ARTICLE III**

The duration of this corporation is to be perpetual.

**ARTICLE IV**

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

**ARTICLE V**

The corporation shall have authority to issue 100 shares, all of one class, \$.01 par value.

**ARTICLE VI**

The street address of the initial registered office is 151 N. Hibiscus Drive, Miami Beach, Florida 33139. The name of the corporation's registered agent at such address is Fred A. Schwartz.

#### ARTICLE VII

The number of directors constituting the Board of Directors shall be fixed as provided by the bylaws, but shall not be less than two.

#### ARTICLE VIII

The name and address of the Incorporator is David B. Schwartz, 151 N. Hibiscus Dr., Miami Beach, Florida 33139.

#### ARTICLE IX

This corporation shall indemnify and may insure its officers and directors to the fullest extent permitted by law currently in effect or hereinafter enacted.


#### ARTICLE X

These Articles of Incorporation may be amended in the manner authorized by law at the time of amendment.

IN WITNESS WHEREOF, I, David B. Schwartz, being the Incorporator of Casting Couch Productions, Inc., make and file these Articles of Incorporation this 3RD day of ~~AUGUST~~ SEPTEMBER, 1996..


  
\_\_\_\_\_  
David B. Schwartz, Incorporator

IN WITNESS WHEREOF, I, Fred A. Schwartz, having been named the Registered Agent and to accept service of process for Casting Couch Productions, Inc. at the place designated in these Articles of Incorporation, hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent this 3<sup>rd</sup> day of September, 1996.

  
Fred A. Schwartz, Registered Agent

STATE OF FLORIDA     )  
                                  )SS:  
COUNTY OF DADE     )

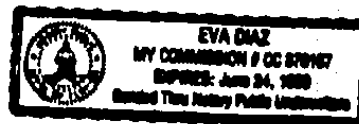
The foregoing instrument was acknowledged before me this 3<sup>rd</sup> day of September, 1996, by Fred A. Schwartz, who is personally known to me or who has produced a valid driver's license as identification and who did take an oath.

  
Notary Public  
State of Florida

Printed Name: Eva Diaz

Commission No.: \_\_\_\_\_

My Commission Expires: \_\_\_\_\_



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96 SEP 23 PM 3:53  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA