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MARK ELLIS SOLOMON, ESQ.

Attorney at Law

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Maitland, Florida 32794-0462

647-6532 (407)

Fax: 407-352-4758. Alvin Rojas

October 29, 1996

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

000001996030--1
-11/05/96--01097--013
****245.00 ****122.50

Re: ACT III ENTERTAINMENT, INC.

Gentleman:

Enclosed is the signed original and one signed copy of the Articles of Incorporation of the above corporation. We have also enclosed a check in the amount of \$ 122.50 for the filing and certified copy fees.

Please process this at your earliest opportunity and return the certified copy of the Articles of Incorporation to this office.

Thank you for your assistance. If you have any questions, please do not hesitate to call us.

Sincerely,


MARK ELLIS SOLOMON

MES: fec

Enclosures.

FILED
96 NOV -4 AM 11:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Mark Solomon GAVE
AUTHORIZATION BY PHONE TO
CORRECT Corp. address
DATE 11-7-96
DOC. EXAM KE

1 check 245.00

11-8-96
KE

ARTICLES OF INCORPORATION

ARTICLE I - NAME

The name of the corporation shall be ACT III ENTERTAINMENT INC., at P.O. Box 940462, Maitland, FL 32794-0462.

ARTICLE II - NATURE AND PURPOSE OF BUSINESS

The general character or nature of the business to be transacted by this corporation is as follows: any lawful business.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is one hundred shares of common stock, each share having a par value of \$1.00. Said authorized shares may be divided into voting and non-voting shares before issuance by action of the Board of Directors; provided, however, that in the event such designation is not specifically made by the Board of Directors, said shares shall be deemed voting shares.

Authorized capital stock may be paid for in cash, services or property, at a just value to be fixed by the Board of Directors of this corporation at any regular or special meeting.

ARTICLE IV - PREEMPTIVE RIGHTS

Each shareholder of any class stock of this corporation shall be entitled to full preemptive rights to purchase any unissued or treasury shares of the corporation and any securities of the corporation convertible into or carrying a right to subscribe to or acquire shares of any such issued or treasury shares.

ARTICLE V - DIRECTORS

The corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by the By-Laws but shall never be less than one.

The names and addresses of the initial directors who shall hold office until their successors are elected and have qualified are:

MICHEL ROUHANA, 8300 Caraway Drive, Orlando, Florida 32819

ARTICLE VI - REGISTERED OFFICE AND AGENT

The street address of the registered office and the name of the registered agent are:

Mark Ellis Solomon, Esq., 1661 Orange Avenue, Winter Park, Florida 32789

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VII - COMMENCEMENT OF EXISTENCE

This corporation shall be deemed to commence its existence on the day these Articles are filed with the Secretary of State.

ARTICLE VIII - INCORPORATOR

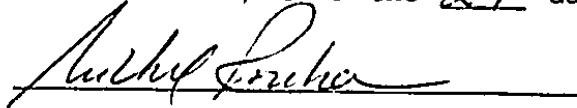
The name and address of the incorporator is:

MICHEL ROUHANA, 8300 Caraway Drive, Orlando, Florida
32819

ARTICLE IX - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders and approved at a Shareholders' meeting by a majority of the shareholders entitled to vote thereon, manifesting their intention that a certain amendment to these Articles be made.

IN WITNESS WHEREOF, we have hereunto set our hands and seals, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this the 29 day of October, 1996.



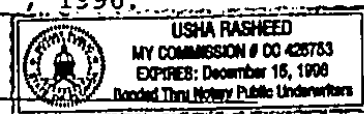
STATE OF FLORIDA

COUNTY OF ORANGE

BEFORE ME personally appeared MICHEL ROUHANA, to me well known by presentation and examination of his Florida driver's license #RS00-540521410, in and who executed the foregoing Articles of Incorporation and acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the State and County named above this 29 day of October, 1996.


NOTARY PUBLIC



MY COMMISSION EXPIRES:

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTION 607.034, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST: THAT ACT III ENTERTAINMENT, INC., DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS IN Orlando, Orange County, STATE of Florida, HAS NAMED Mark Ellis Solomon, Esquire, located at 1661 Orange Avenue, Winter Park, STATE OF FLORIDA 32789, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA.

SIGNATURE: Mark Ellis Solomon

TITLE: incorporator / Director

DATE: 10/29/1996

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE NAMED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE: Mark Ellis Solomon

DATE: 10/29/96

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA