

11/25/96 MON 10:38 PM (305) 777-9749

11/25/96
3:11 PM

H96000096269

PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

((H96000016663 2))

TO: DIVISION OF CORPORATIONS
(904) 922-4001

FAX #:

FROM: ZUCKERMAN, SPAEDER, TAYLOR & EVANS
075467000342
CONTACT: BETH A MARLEY
PHONE: (305) 358-5000
(305) 579-9749

ACCT#:

FAX #:

NAME: FIRST ENTERTAINMENT ACQUISITION CORPORATION
AUDIT NUMBER.....H96000016663
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
CERT. OF STATUS..0 PAGES..... 3
CERT. COPIES.....1 DEL.METHOD.. FAX
EST.CHARGE.. \$122.50

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE
FAX
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>:

FILED
96 NOV 25 PM 4: 21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

11/25/96 3:11 PM
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

996A-53600
nc 11-24-96

H96000016663 2

**ARTICLES OF INCORPORATION
OF
FIRST ENTERTAINMENT ACQUISITION CORPORATION**

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

ARTICLE I

The name of the corporation is:

FIRST ENTERTAINMENT ACQUISITION CORPORATION

ARTICLE II

The mailing address of the corporation is:

c/o Zuckerman, Spaeder, Taylor & Evans
201 South Biscayne Boulevard, Suite 900
Miami, Florida 33131

The address of the principal office is not known as of the date hereof.

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 1,000 shares, all of one class, without par value.

FILED
96 NOV 25 PM 4:21
SECRETARY
TALLAHASSEE, FLORIDA

Prepared by:
Michael Steven Greene, Esq., FL Bar No.: 293441
Zuckerman Spaeder Taylor & Evans, LLP
201 South Biscayne Blvd., Suite 900
Miami, FL 33131
Phone No.: (305) 358-5000

ARTICLE VI

The address of the initial registered office is 201 South Biscayne Boulevard, Suite 900, Miami, Florida 33131. The name of the corporation's registered agent at such address is MICHAEL STEVEN GREENE, who upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes, as amended from time to time, with respect to keeping an office open for service of process. The certificate and written acceptance with respect to the registered office and registered agent appears at the conclusion of these Articles.

ARTICLE VII

The number of directors constituting the Board of Directors shall be fixed as provided by the by-laws, but shall not be fixed at less than one.

ARTICLE VIII

The number of directors constituting the initial board of directors is ONE, whose name and address is:

MICHAEL STEVEN GREENE
201 South Biscayne Boulevard, Suite 900
Miami, Florida 33131

ARTICLE IX

The name and address of the Incorporator is MICHAEL STEVEN GREENE, 201 South Biscayne Boulevard, Suite 900, Miami, Florida 33131.

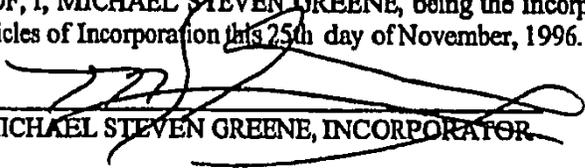
ARTICLE X

This corporation shall indemnify and hold harmless and may insure its incorporator, officers and directors to the fullest extent permitted by law.

ARTICLE XI

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

IN WITNESS WHEREOF, I, MICHAEL STEVEN GREENE, being the Incorporator of this corporation, make and file these Articles of Incorporation this 25th day of November, 1996.


MICHAEL STEVEN GREENE, INCORPORATOR

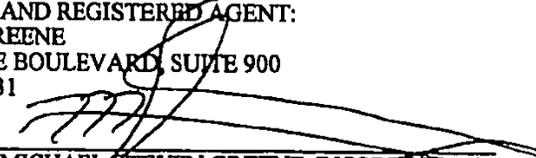
H96000016663 2

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

IN COMPLIANCE WITH SECTION 48.091, AND CHAPTER 607, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

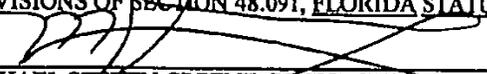
FIRST ENTERTAINMENT ACQUISITION CORPORATION, DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, HAS NAMED MICHAEL STEVEN GREENE, AN INDIVIDUAL WHO RESIDES IN THE STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA. MICHAEL STEVEN GREENE'S BUSINESS OFFICE IS IDENTICAL WITH THE REGISTERED OFFICE HEREUNDER FOR SERVICE OF PROCESS, AS FOLLOWS:

REGISTERED OFFICE AND REGISTERED AGENT:
MICHAEL STEVEN GREENE
201 SOUTH BISCAYNE BOULEVARD, SUITE 900
MIAMI, FLORIDA 33131


MICHAEL STEVEN GREENE, INCORPORATOR

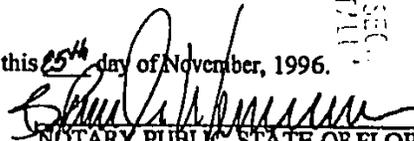
WRITTEN ACCEPTANCE BY AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED CORPORATION, AT THE REGISTERED OFFICE DESIGNATED IN THE CERTIFICATE SET FORTH ABOVE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND FURTHER STATE THAT I AM FAMILIAR WITH AND ACCEPT AND AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES AND THIS POSITION, INCLUDING THE PROVISIONS OF SECTION 48.091, FLORIDA STATUTES.


MICHAEL STEVEN GREENE, REGISTERED AGENT FOR
FIRST ENTERTAINMENT ACQUISITION CORPORATION

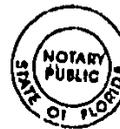
STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

SWORN TO AND SUBSCRIBED before me this 25th day of November, 1996.


NOTARY PUBLIC, STATE OF FLORIDA
My Commission Expires:

[NOTARIAL SEAL]

brm\corp\first entertainment aoi



BLANCA R. HENESES
My Comm Exp. 3/18/97
Bonded By Service Ins
No. CC266889

Person by Exam Oath &c

REC-111
96 NOV 27 11 42 21
FILED