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MIAMI LAKES, FLORIDA 33016

ROLAND GOMEZ
MICHAEL J. ORLANDO
DOREEN E. LASCH
RICHARD M. GOMEZ

SECRETARY OF
TALLAHASSEE, FLORIDA
96 DEC -2 PM 1:11
DADE (305) 825-5506
BROWARD (954) 766-2990

November 18, 1996

State of Florida
Department of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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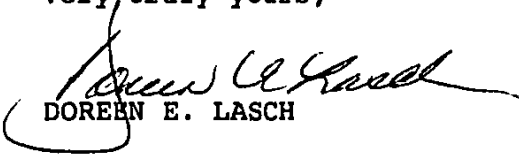
Re: Center Stage Productions, Inc.

Dear Sir/Madam:

Enclosed herewith please find an original and one copy of proposed Articles of Incorporation of Center Stage Productions, Inc., together with our check payable to the State of Florida, Secretary of State, Division of Corporations, in the sum of \$122.50. We would appreciate your returning to the undersigned, a certified copy of the Articles of Incorporation after such Articles have been filed.

Thank you for your assistance.

Very truly yours,


DOREEN E. LASCH

DEL/lc
Enclosures

cc: Mr. Scott E. Shelton

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ARTICLES OF INCORPORATION
OF
CENTER STAGE PRODUCTIONS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is CENTER STAGE PRODUCTIONS, INC.

ARTICLE II - DURATION

This corporation shall exist in perpetuity, commencing at the time of filing these articles with the Department of State.

ARTICLE III - PURPOSE

This corporation is organized for the purposes of conducting any business so authorized by applicable law.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 100 shares of common stock.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal office of this corporation is 1124 Northeast 13th Avenue, Fort Lauderdale, Florida 33304, and the name and address of the initial registered agent of this corporation is Doreen E. Lasch, Esquire, 8100 Oak Lane, Suite 400, Miami Lakes, Florida 33016.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or decreased from time to time by the by-laws of the corporation or amendment thereto, but shall never be less than one.

ARTICLE VII - INCORPORATOR

The name and address of the person signing these articles as incorporator is Lillian B. Shelton, 1124 N.E. 13th Avenue, Fort Lauderdale, Florida 33304.

ARTICLE VIII - BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors.

ARTICLE IX - INDEMNIFICATION

This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE X - MEETINGS BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in regular and special meetings of the Board of Directors by means of conference telephone, as provided by law.

ARTICLE XI - INFORMAL ACTION OF DIRECTORS

If all directors severally or collectively consent to any action taken or to be taken by this corporation and the writings evidencing their consent are filed with the Secretary of this corporation, then the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

ARTICLE XII - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these articles, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 14th day of November, 1996.

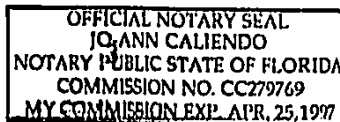
Lillian B. Shelton
LILLIAN B. SHELTON, Subscriber

STATE OF FLORIDA)
 SS:
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this 14th day of November 1996, by LILLIAN B. SHELTON. She is personally known to me or has produced TX DL 17630860 as identification and she did (did not) take an oath.

Jo Ann Caliendo
Name:
Commission No.:
Notary Public
State of Florida at Large

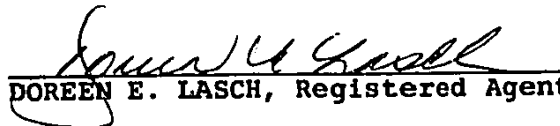
My commission expires:



ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE V OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED ACKNOWLEDGES THAT SHE IS FAMILIAR WITH, AND ACCEPTS THE OBLIGATIONS OF REGISTERED AGENT, AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF HER DUTIES.

DATED this 15th day of November, 1996.


DOREEN E. LASCH, Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA