TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: TRIPP, SCOTT, CONKLIN & SMIT '

ACCT#: 075350000065

CONTACT: PATTY SCHLINDWEIN

PHONE: (305)525-7500 FAX #: (954)761-6475

NAME: C. PERKINS CONSULTANTS, INC. AUDIT NUMBER..... H98000017552

DOC TYPE......FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 1

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C. PERKINS CONSULTANTS, INC. OF THE ARTICLES OF INCORPORATION

The undersigned incorporator hereby creates and establishes a corporation pursuant to Florida faw as follows:

I. NAME

The name of this corporation shall be C. PERKINS CONSULTANTS, INC.

II. PLACE OF BUSINESS

The principal place of business of this corporation shall be 893 13TH AVENUE S. JACKSONVILLE BEACH, FLORIDA 32250

III. PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business for which corporations may be Incorporated under Florida law.

IV. COMMON STOCK

This corporation shall be authorized to issue 7,500 SHARES OF COMMON STOCK, S1.00 PAR VALUE. each having one vote in all corporate affairs. The name and address of the incorporator hereof is: CAROLE PERKINS 893 13th Avenue S.

V. INCORPORATOR 40

Jacksonville Beach, Florida 32250

VI. REGISTERED AGENT AND OFFICE

The Registered Agent and RegisteredOffice of this corporation shall be: CAROLE PERKINS 893 13th Avenue S. Jacksonville Beach, Florida 32250

VII. AMENDMENT

These Articles of Incorporation may only be amended by the Board of Directors (but only to the extent permitted by Florida Statutes) or by the vote of shareholders holding a majority of the issued and outstanding common stock of the corporation.

IN WITNESS WHEREOP, the undersigned incorporator has caused these Articles of Incorporation to be executed as of December 13, 1996

ACCEPTANCE OF REGISTERED AGENT

THE UNDERSIGNED hereby accepts and agrees to serve as Registered Agent of C. PERKINS CONSULTANTS, INC. and is familiar with, and accepts the obligations of, that position as set forth in the Florida Business Corporation Act, Including Section 607.0505 therein.

Carole Perhina
AROLE PERKINS, REGISTERED AGENT

Prepared by:

William J. Gross Fia. Bar No. 0898678

110 Southeast 6th Street, 28th Floor

Fort Lauderdale, FL 33301

954-525-7500

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SECRETAIN O. STATE TALLAHASSEE, FLORIDA

networks PRESIDE RALL ACCOUNT NO. : 07210000032

REFERENCE :

184229 7100411

AUTHORIZATION:

COST LIMIT : \$ 70.00

ORDER DATE: December 11, 1996

ORDER TIME : 3:05 PM

ORDER NO. : 184229-005

CUSTOMER NO:

7100411

CUSTOMER: Leonard J. Charney, Esq

LEONARD CHARNEY, ESQ

500002029365--5

11 East 44th Street

Ninth Floor

New York, NY 10017

DOMESTIC_FILING

NAME:

SEVEN NATIONS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION ____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

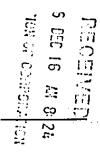
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CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Victoria L. Perez

EXAMINER'S INITIALS:





FILED

96 DEC 16 MINO: 06

SECRETARIO: ALLANDESSEE MANUEL

ARTICLES OF INCORPORATION

OF

SEVEN NATIONS, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be: SEVEN NATIONS, INC.

The address of the principal office of this corporation shall be 1014 Garden Circle, Winter Garden, Florida 34787 and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation. In addition, the corporation may transact any lawful business activities in the entertainment industry, including merchandise licensing, but specifically excluding activities in the music publishing industry.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having no par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have four Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Kirk McCleod 1014 Garden Circle

Dir. Winter Garden, Florida 34787

Neil Anderson 1104 Seminole Drive

Dir. West Columbia, South Carolina 29169

Jim Struble 141-5 Thorne Lane
Dir. Newark, Delaware 19711

Nick Watson 141-5 Thorne Lane
Dir. Newark, Delaware 19711

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporation Service Company 1201 Hays Street Tallahassee, Florida 32301 IN WITNESS WHEREOF, the undersigned agent of Corporation Service Company, has hereunto set their hand and seal of Corporation Service Company on December 11, 1996.

CORPORATION SERVICE COMPANY

By: Deliorat D. Skipper

ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

CORPORATION SERVICE COMPANY

By: Deliosah W. Skipper

JSK/vlp