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ERIC S. GLATTER
SHARIL PLATT

December 10, 1996

Division of Corporations
Registration
Post Office Box 1500
Tallahassee, FL 32302-1500

Re: Blair Entertainment Group, Inc

700002047717--3

-01/07/97--01057--015

***122.50 ***122.50

Dear Sirs:

Enclosed please find this firm's check in the amount of \$122.50 which represents the filing fee along with the Articles of Incorporation for Blair Entertainment Group, Inc.

Should you have any questions or need any additional information, please do not hesitate to contact me. Please return all documentation to me at the above address.

Very truly yours,

Eric S. Glatter

Eric S. Glatter

ESG:lm
encl.

FILED
97 JAN -6 PM 2:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JAN 13 1997

FILED

97 JAN -6 PM 2:21

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

THE BLAIR ENTERTAINMENT GROUP, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I:

The name of the corporation shall be **THE BLAIR ENTERTAINMENT GROUP, INC.**

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be 300 S.E. Mizner Blvd., #902, Boca Raton, FL 33432.

ARTICLE III: CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 100,000 thousand (100,000) shares having a par value of one dollar(s) (\$1.00) per share.

ARTICLE IV: INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is Eric S. Glatter, Glatter & Platt, P.A., 6830 N. Federal Highway, Suite 301, Boca Raton, FL 33487.

ARTICLE V: INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation is John Blair, 300 S.E. Mizner Blvd., #902, Boca Raton, FL 33432.

ARTICLE VI: INITIAL BOARD OF DIRECTORS

The name and address of each member of the initial Board of Directors of the corporation is John Blair 300 S.E. Mizner Blvd., #902, Boca Raton, FL 33432.

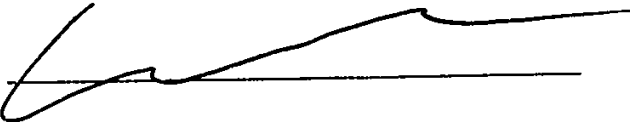
CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the mentioned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

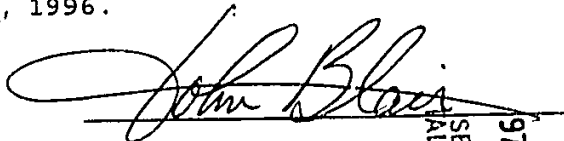
1. The name of the corporation is **THE BLAIR ENTERTAINMENT GROUP, INC.**
2. The name and address of the registered agent and office is Eric S. Glatter, Esq., 6830 N. Federal Highway, Suite 301, Boca Raton, FL 33487.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I 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.



Date:

The undersigned has executed these Articles of Incorporation this 2 day of January, 1996.



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97 JAN -6 PM 2:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA