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FLORIDA DIVISION OF CORPORATIONS

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FROM: LEVINE & PARTNERS, P.A.
074677001117

ACCT#:

CONTACT: LIZ BREIER
PHONE: (305) 372-1350
(305) 372-1352

FAX #:

NAME: GSB ENTERTAINMENT, INC.

AUDIT NUMBER.....H97000001397

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

CERT. OF STATUS..0

PAGES..... 4

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TALLAHASSEE, FLORIDA

FA#: H970000013979

ARTICLES OF INCORPORATION OF
GSB ENTERTAINMENT, INC.

ARTICLE I

NAME

The name of the Corporation is GSB ENTERTAINMENT, INC.

ARTICLE II

DURATION

This Corporation shall commence its existence upon the filing of these Articles of Incorporation and shall continue perpetually thereafter.

ARTICLE III

PURPOSE

This Corporation is organized for the purpose of transacting any and all lawful business under the laws of the State of Florida.

ARTICLE IV

PRINCIPAL OFFICE

The principal office of the corporation is: 1110 Brickell Avenue, 7th Floor, Miami, Dade County, Florida 33131.

ARTICLE V

MAILING ADDRESS

The mailing address of the corporation is: 1110 Brickell Avenue, 7th Floor, Miami, FL 33131.

Alan W. Levine, Esq.
LEVINE & PARTNERS, P.A.
1110 Brickell Avenue, 7th Floor
Miami, Florida 33131
Telephone: (305) 372-1350
Florida Bar Number: 866822

FA#: H97000001397

FA#: H97000001397

ARTICLE VI
CAPITAL STOCK

This Corporation is authorized to issue 1,000 shares of \$1.00 par value common stock, which shall be designated "Common Shares."

ARTICLE VII
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial Registered Office of this Corporation is 1110 Brickell Avenue, 7th Floor, Miami, FL 33131, and the name of the initial Registered Agent of this Corporation at that address is Alan W. Levine, Esq.

ARTICLE VIII
INCORPORATOR

The name and address of the person signing these Articles is:

<u>Name</u>	<u>Address</u>
Alan W. Levine, Esq.	1110 Brickell Avenue 7th Floor Miami, FL 33131

ARTICLE IX
OFFICERS

The initial officers of the corporation are:

President:	Stan Pargman
Vice-President	Patrick McAneny
Secretary	Stan Pargman
Treasurer:	Stan Pargman

ARTICLE X
POWERS

This corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act.

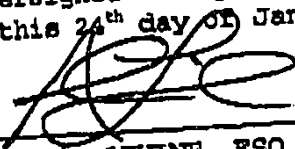
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ARTICLE XI
AMENDMENT

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment to them, and any rights conferred upon the shareholders are subject to this reservation.

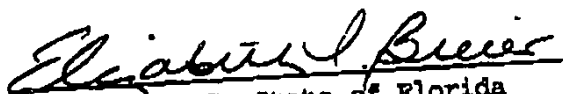
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 24th day of January, 1997.


ALAN W. LEVINE, ESQ.

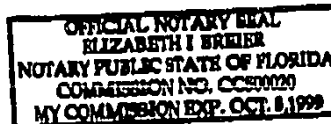
STATE OF FLORIDA :
: ss:
COUNTY OF DADE :

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, ALAN W. LEVINE, ESQ., who is personally known to me.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Miami, Dade County, Florida, this 24th day of January, 1997.


NOTARY PUBLIC, State of Florida

My Commission Expires:



FA#: H97000001397

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97 JAN 24 PM 3:36


SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FA#: H97000001397

**CERTIFICATE DESIGNATING REGISTERED OFFICE
FOR SERVICE OF PROCESS
WITHIN THE STATE OF FLORIDA, NAMING REGISTERED AGENT
UPON WHOM PROCESS MAY BE SERVED**

IN COMPLIANCE WITH SECTIONS 607.0501 AND 48.091, FLORIDA
STATUTES, THE FOLLOWING IS SUBMITTED:

THAT GSB ENTERTAINMENT, INC., DESIRING TO ORGANIZE OR QUALIFY
UNDER THE LAWS OF THE STATE OF FLORIDA, HAS NAMED ALAN W. LEVINE,
ESQ., LOCATED AT 1110 BRICKELL AVENUE, 7TH FLOOR, MIAMI, FL
33131, ITS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS WITHIN
THE STATE OF FLORIDA.



ALAN W. LEVINE, ESQ.
INCORPORATOR
JANUARY 24, 1997

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



ALAN W. LEVINE, ESQ.

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