P97000001424



ACCOUNT NO. : 072100000032

REFERENCE: 234386 133209A

AUTHORIZATION :

COST LIMIT : \$ 122.50

ORDER DATE: January 23, 1997

ORDER TIME : 7:04 PM

ORDER NO. : 234386-015

CUSTOMER NO: 133209A

500002067495--3

CUSTOMER: Jim Bradford, Cpa

JIM BRADFORD, CPA

Suite 211

2100 W. 76th Street Hialeah, FL 33016

DOMESTIC FILING

NAME: SOUTH BEACH PRODUCTIONS, INC.

EFFECTIVE DATE:

XXX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

_ PLAIN STAMPED COPY

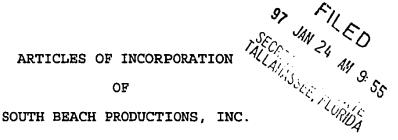
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozar

EXAMINER'S INITIALS:

97 JAN 24 AM 9: 49
DIVISION OF CORPORATION

KL 1-21.97



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:

SOUTH BEACH PRODUCTIONS, INC.

The address of the principal office of this corporation shall be 3301 Northeast 5th Avenue, Apt. 1106, Miami, Florida 33137, 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.

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 \$1.00 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. OFFICERS AND DIRECTORS

This corporation shall have one officer and one director, initially. The name and street address of the initial officer and director who shall hold office for the first year of the corporation, or until his successor is elected or appointed is:

Douglas E. Wong Dir./Pres.

3301 Northeast 5th Avenue, Apt. 1106 Miami, Florida 33137

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 January 24, 1997.

CORPORATION SERVICE COMPANY

By: Shelby Stall Shelby

ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN ARTICLES OF INCORPORATION

Corporation Service Company, a Florida corporation to transact business in thisState, 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: Jack Hones

ACG/kbr

PILED

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