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EMPIRE CORPORATE KIT
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((H97000001265 2))

TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: SUDS & STUFF PRODUCTIONS, INC.

AUDIT NUMBER.....H97000001265

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

CERT. OF STATUS..0

PAGES..... 6

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Jan 29 11/29/97



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 28, 1997

EMPIRE

SUBJECT: SUDS & STUFF PRODUCTIONS, INC.
REF: W97000002001

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

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FIELDSTONE LESTER & SHEAR
IS OF COUNSEL TO:
HANKMAN CRIDEN
KOROS & CHAYKIN, P.A.

MEMORANDUM

TO: Secretary of State
FROM: Ronald R. Fieldstone, Esq.
DATE: January 28, 1997
RE: Suds & Stuff Productions, Inc.

Please back date file the Articles of Incorporation for Suds & Stuff Productions, Inc. with the date you originally received the Articles which was January 22, 1997. The effective date of the corporation should be January 14, 1997.

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ARTICLES OF INCORPORATION
OF
SUDS & STUFF PRODUCTIONS, INC.

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ARTICLE I - NAME

The name of this corporation is SUDS & STUFF PRODUCTIONS, INC.

ARTICLE II - PURPOSE

The corporation shall be authorized to transact all legal business of any nature.

ARTICLE III - CAPITAL STOCK

The capital stock authorized, the par value thereof, and the class of such stock shall be as follows:

Number of Shares Authorized	Par Value Per Share	Class of Stock
100	\$1.00	Common

ARTICLE IV - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

PREPARED BY:
Alan H. Rolnick
2005 Biscayne Blvd., Suite 2100
Miami, FL 33131
305-579-1222
Florida Bar No. 715085

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TALLAHASSEE, FLORIDA

EFFECTIVE DATE
1-14-97

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**ARTICLE V - INITIAL REGISTERED
OFFICE AND AGENT**

The street address of the initial principal and mailing office of this corporation is:

C/O Sharon Lane
6420 Pinetree Drive Circle
Miami Beach, Florida 33141

and the name and address of the initial registered agent of this corporation is:

Name	Address
Alan H. Rojnick, Esq.	200 S. Biscayne Boulevard Suite 2100 Miami, Florida 33131

ARTICLE VI - COMMENCEMENT

This corporation shall commence on the date on which these Articles are filed with the Secretary of State. The effective date of the corporation is January 14, 1997.

**ARTICLE VII - INITIAL
BOARD OF DIRECTORS**

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one. The names and addresses of the initial directors of this corporation are:

Name	Address
Sharon Lane	6420 Pinetree Drive Circle Miami Beach, Florida 33141

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ARTICLE VIII - INCORPORATOR

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

Name	Address
Alan H. Rolnick, Esq.	c/o Hanzman Criden Korge & Chaykin 200 S. Biscayne Boulevard Suite 2100 Miami, Florida 33131.

ARTICLE IX - BY-LAWS

The power to alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

ARTICLE X - INDEMNIFICATION

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

ARTICLE XI - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, 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 28 day of January, 1997.



Alan H. Rolnick, Esq., Incorporator

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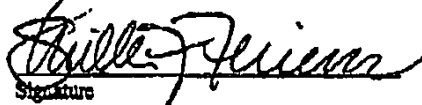
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STATE OF FLORIDA)
) SS.
COUNTY OF DADE)

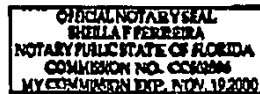
BEFORE ME, the undersigned authority, authorized to take acknowledgments in the State and County set forth above, personally appeared Alan H. Rolnick, Esq., who is known to me or who has produced _____ as identification and who did take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 21 day of January, 1997.


Signature

Print (Notary's Name)
Notary Public, State of Florida

Notarial Seal:



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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.


Alan H. Rolnick, Esq.

Date: Jan 27, 1997.

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TALLAHASSEE, FLORIDA

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