

LETTER OF TRANSMITTAL

January 23, 1997

Secretary of State
DIVISION OF CORPORATIONS
P. O. Box 6327
Tallahassee, FL 32314

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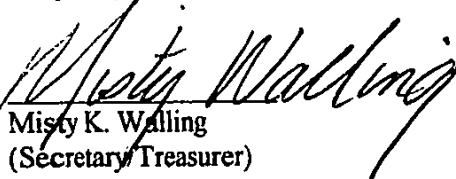
Re: SCHIPPERKE PRODUCTIONS II, INCORPORATION

Gentlemen;

Enclosed please find the original and one copy of Article of Incorporation, together with my check in the amount of \$122.50.

This represents the cost of the Filing Fees, Certified Copy of Article of Incorporation and Fee for Registered Agent Designation for the above named corporation.

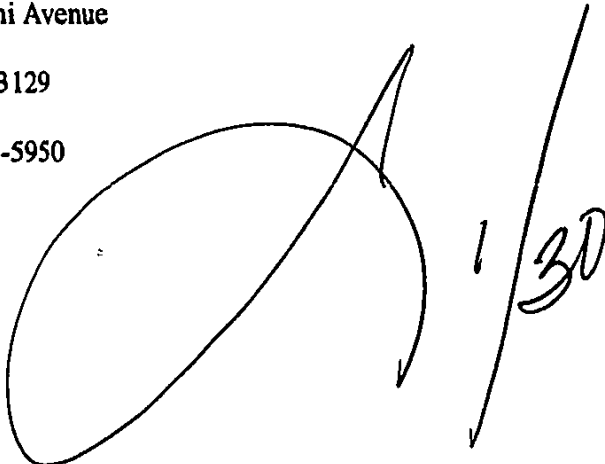
Very truly yours,


Misty K. Walling
(Secretary/Treasurer)

SCHIPPERKE PRODUCTIONS II, Inc.
2300 South Miami Avenue
Suite #B
Miami, Florida 33129

Phone: (305) 860-5950

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SECRETARY OF STATE
TALLAHASSEE FLORIDA



ARTICLE OF INCORPORATION

of

SCHIPPERKE PRODUCTIONS II, INCORPORATION

The undersigned subscribers of these Article of Incorporation, natural persons competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of the corporation is:

SCHIPPERKE PRODUCTIONS II, INCORPORATION

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the state of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue *One Thousand* shares (1,000) of *No* par value Common Stock, which shall be designated "Common Shares".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The principal office or the mailing address of the corporation is:

SCHIPPERKE PRODUCTIONS II, Inc.
2300 South Miami Avenue
Suite #B
Miami, Florida 33129

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The name and street address of the Initial Registered Agent of this Corporation is:

Misty K. Walling
SCHIPPERKE PRODUCTIONS II, Inc.
2300 South Miami Avenue
Suite #B
Miami, Florida 33129

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have four (4) directors 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 (1). The names and addresses of the initial directors of the corporation are as follows:

1. **Toni A. Sawyer (President)**
2300 S. Miami Ave.,
Miami, Florida 33129
2. **Misty K. Walling (Secretary/Treasurer)**
2300 S. Miami Ave.,
Miami, Florida 33129
3. **Ashley Justice (Director)**
2300 S. Miami Ave.,
Miami, Florida 33129
4. **Lynnsey Justice (Director)**
2300 S. Miami Ave.,
Miami, Florida 33129

ARTICLE VII - INCORPORATORS

The name and address of the incorporators signing these Articles of Incorporation are as follows:

Toni A. Sawyer (President)
2300 S. Miami Ave.,
Miami, Florida 33129


2300 S. Miami Ave.,
Miami, Florida 33129


Toni A. Sawyer (President)

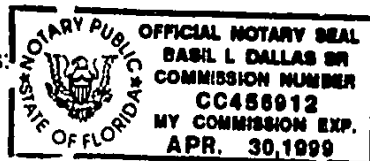
Misty Walling
Misty K. Walling (Secretary/Treasurer)

STATE OF FLORIDA }
COUNTY OF DADE } SS

IN WITNESS WHEREOF, I have hereunto affixed my hand and seal, in the State and County aforesaid, this 23rd Day of January, 1997.


Basil L. Dallas, Sr.
(Notary Public, State of Florida at Large)

My Commission expires:



**CERTIFICATE AND ACKNOWLEDGEMENT
OF
REGISTERED AGENT**

CERTIFICATE OF REGISTERED AGENT

OF

SCHIPPERKE PRODUCTIONS II, INCORPORATION

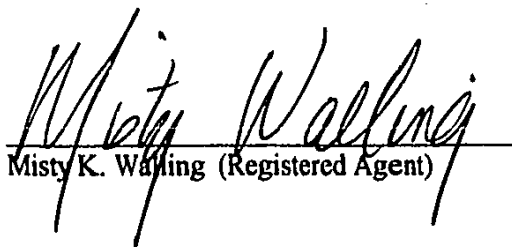
Pursuant to Florida Sections 48.091 and 607.0501, the following is submitted: The above corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation.

at 2300 South Miami Avenue, Suite #B, Miami, Florida 33129.

has named ***Misty K. Walling***, located at the aforesaid address, as its Registered Agent to accept service of process within this state.

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above stated corporation at the place designated in the certificate, and being familiar with the obligations of that position, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida Law in keeping open said office.


Misty K. Walling (Registered Agent)

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