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FILED
97FEB-5 PM 2:47
TALLAHASSEE, FLORIDA

February 4, 1997

Florida Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

700002078917--1
-02/05/97--01085--016
****122.50 ****122.50

Subject: Glamour Entertainment Group, Inc.

Enclosed please find the original copy of the Certificate of Incorporation for the above corporation. Also enclosed is a bank check in the amount of \$122.50 for the filing fee and a certified copy of the Articles of Incorporation.

Sincerely,



Louis Fein
President

F. CHAMBERLAIN FEB 6 1997

ARTICLES OF INCORPORATION

- PROFIT CORPORATION -

The undersigned, desiring to form a corporation, for profit, does hereby state the following:

FIRST: The name of the corporation shall be:

Glamour Entertainment Group, Inc.

SECOND: The place in the state of Florida where its principal office is to be located is:

16825 Chartley Court
Delray Beach, Florida 33484

THIRD: The purpose for which this corporation is formed is to engage in any lawful act or activity.

The corporation initially intends to engage in the business of entertainment booking agent.

FOURTH: The corporation shall have the authority to issue one class of stock. The classification and par value of each share shall be:

Common Stock \$1.00

The number of shares which the corporation is authorized to have outstanding is: 100

FIFTH: The name and the post office address of each incorporator(s) signing the Articles of Incorporation are as follows:

Louis Fein
16825 Chartley Court
Delray Beach, FL 33484

Barry L. Kerr
107 Woodlake Circle
Greenacres, FL 33463

SIXTH: The name and post office address of the initial Registered Agent for the corporation is:

Louis Fein
16825 Chartley Court
Delray Beach, FL 33484

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SEVENTH: The governing board of this corporation shall be known as its Directors. The Directors need not be Stockholders of the corporation unless so required by the Bylaws. The Board of Directors shall be elected by the Stockholders at their annual meeting, or such other time as the Bylaws may provide, and shall hold office until their successors are respectively elected and qualified. The Bylaws shall specify the number of Directors necessary to constitute a quorum. The Board of Directors may, by resolution(s) passed by a majority of the whole Board, designate one or more committees which to the extent provided in said resolution(s) or in the Bylaws shall have and may exercise all powers of the Board of Directors on the management of the activities and affairs of the corporation and may have power to authorize the seal of the corporation to be fixed to all papers which may require it; and such committee(s) shall have such name(s) as may be stated by the Bylaws of the corporation or as may be determined from time to time by the resolution adopted by the Board of Directors. The Board of Directors may elect such Officers as the Bylaws may specify, who shall, subject to the provisions of the Statutes, have such titles and exercise such duties as the Bylaws may provide. The Board of Directors is expressly authorized to make, alter, or repeal the Bylaws of this corporation or any article therein.

The number of Directors may from time to time be increased or decreased in such a manner as shall be provided by the Bylaws of this corporation, providing that the number of Directors conform to the Statutes of the Corporation Law of this state.


The initial Board of Directors shall consist of two in number. The name(s) and post office address of each person(s) who are to serve as Director(s) until the first annual meeting of the Stockholders, or until their successor(s) are elected and qualified are:

1. Louis Fein
16825 Chartley Court
Delray Beach, FL 33484
2. Barry L. Kerr
13924 Norwick Street
Wellington, FL 33414

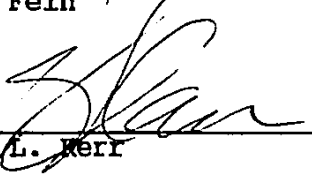
EIGHTH: The private property of Shareholders, Directors, Officers, employees, and/or Agents of the corporation shall be forever exempt from all corporate debts of any kind whatsoever.

NINTH: The fiscal year of the corporation shall be from January 1 through December 31 of each year.

TENTH: In witness thereof, we have set our hands this 4th day of February, 1997.



Louis Fein



Barry L. Kerr

State of Florida)
)SS.
County of Palm Beach)

On this day, before me, the undersigned authority, in and for and residing in the above County and State, personally appeared the Incorporators whose signatures appear above, are personally known to me to be the same person(s) whose name(s) is/are subscribed to the forgoing document, and, being duly sworn, they verified that the information contained in the forgoing document is true and correct on personal knowledge and acknowledged that said document was signed as a free and voluntary act.

Subscribed and sworn to this 4 day of February, 1997.



Name and Signature

My Commission expires: _____



SHELLEY DOLAN
My Commission CC545632
Expires Jun. 20, 1999

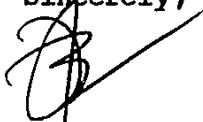
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Re: Glamour Entertainment Group, Inc.

I hereby am familiar with and accept the duties and
responsibilities as registered agent for said corporation.

Sincerely,



Louis Fein

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