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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: GEIGER, KASDIN, HELLER & KUPERSTEIN, P.A.
CONTACT: BEVERLY O RIEDY
PHONE: (305)372-5000

ACCT#: 076030000723

FAX #: (305)372-0052

NAME: TWO CANS AND A STRING, INC.

AUDIT NUMBER.....H97000003705

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

CERT. OF STATUS..0

PAGES..... 4

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**ARTICLES OF INCORPORATION OF
TWO CANS AND A STRING, INC.**

**ARTICLE I
NAME**

The name of the Corporation is TWO CANS AND A STRING, 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 AND MAILING ADDRESS**

The principal office and mailing address of the corporation is: c/o ACT Productions, 1220 Collins Avenue, Miami Beach, Florida 33139.

**ARTICLE V
CAPITAL STOCK**

This Corporation is authorized to issue 100 shares of \$1.00 par value common stock, which shall be designated "Common Shares."

Neisen O. Kasdin, Esq.
1428 Brickell Avenue, 6th Floor
Miami, Florida 33131
Telephone: (305) 372-5000
Florida Bar Number: 302783

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ARTICLE VI
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial Registered Office of this Corporation is c/o ACT Productions, 1220 Collins Avenue, Miami Beach, Florida 33139 and the name of the initial Registered Agent of this Corporation at that address is BRUCE OROSZ.

ARTICLE VII
INCORPORATOR

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

Name

Address

NEISEN O. KASDIN, ESQ.

1428 BRICKELL AVENUE, 6TH FLOOR
MIAMI, FLORIDA 33131

ARTICLE VIII
POWERS

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

ARTICLE IX
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.

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ARTICLE X
DIRECTORS

The following shall be the directors of the Corporation:

BILL KITCHEN
BRUCE OROSZ

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 3rd day of MARCH, 1997.



NEISEN O. KASDIN, ESQ.

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**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 TWO CANS AND A STRING, INC., DESIRING TO ORGANIZE OR QUALIFY
UNDER THE LAWS OF THE STATE OF FLORIDA, HAS NAMED BRUCE OROSZ, LOCATED AT
1220 COLLINS AVENUE, MIAMI BEACH, DADE COUNTY, FLORIDA, 33139, ITS REGISTERED
AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA.



NEISEN O. KASDIN, ESQ.

Incorporator
TITLE

03/03/97
DATE

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.



BRUCE OROSZ

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