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ACCOUNT NO. : 072100000032

REFERENCE : 280264 4330594

AUTHORIZATION :

Patricia Pizub

COST LIMIT : \$ 122.50

ORDER DATE : March 4, 1997

ORDER TIME : 9:37 AM

ORDER NO. : 280264-005

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CUSTOMER NO: 4330594

CUSTOMER: Justin Wilson, Legal Assistant
ADORNO & ZEDER, P.A.

Suite 1600
2601 South Bayshore Drive
Miami, FL 33133

DOMESTIC FILING

NAME: MILANY STUDIOS, INC.

EFFECTIVE DATE:

XX 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: Deborah Schroder

EXAMINER'S INITIALS:

K.R. MAR - 4 1997

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 MAR - 4 PM 2:36

FILED

RECEIVED
36 MAR - 4 AM 11:43

ARTICLES OF INCORPORATION

OF

MILANY STUDIOS, INC.

97 MAR -4 PM 2:36
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned Incorporator, for purposes of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

- FIRST:** The name of the Corporation is Milany Studios, Inc. (the "Corporation").
- SECOND:** The street address of the initial principal office and mailing address of the Corporation is: 80 S.W. 8th Street, Suite 2052, Miami, FL 33130.
- THIRD:** The Corporation is authorized to issue two classes of shares to be designated, respectively, "common stock" and "preferred stock". The total number of shares of common stock authorized to be issued shall be 50,000,000, no par value per share, and the total number of shares of preferred stock authorized to be issued shall be 5,000,000, no par value per share.
- The shares of preferred stock may be issued from time to time in one or more series. The Board of Directors is authorized to establish from time to time by resolution the number of shares to be included in preferences and relative participating, optional, conversion and other special rights of the shares of each such series and the qualifications, limitations or restrictions thereof, including but not limited to the fixing or alteration of the dividend rights, conversion rights, voting rights, rights and terms of redemption and liquidation preferences, all to the fullest extent now or hereafter permitted by the corporate laws of the State of Florida; and to increase or decrease the number of shares of any series subsequent to the issue of the shares of that series.
- FOURTH:** The street address of the initial registered office of the Corporation is: 80 S.W. 8th Street, Suite 2052, Miami, Florida 33130, and the registered agent at that address is: Norman Frank.
- FIFTH:** The name and address of the Incorporator of the Corporation is: 80 S.W. 8th Street, Suite 2052, Miami, Florida 33130.
- SIXTH:** The Corporation is organized for the purpose of transacting any and all lawful activities or business for which corporations may be formed under Chapter 607 of the Florida Statutes.

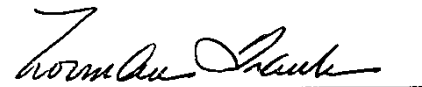
SEVENTH: The Corporation shall have one director initially and the number of directors may be increased or diminished from time to time as provided in the Bylaws but shall never be less than one. The name and address of the initial director of the Corporation is: Norman Frank, 80 S.W. 8th Street, Suite 2052, Miami, Florida 33130.

EIGHTH: The Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

NINTH: The Corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.

TENTH: The corporate existence of the Corporation shall commence upon the filing of the Articles of Incorporation.


IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 24th day of February, 1997.


Norman Frank, Incorporator

**ACCEPTANCE OF APPOINTMENT
OF
REGISTERED AGENT**

I hereby accept the appointment as Registered Agent of Milany Studios, Inc. contained in the foregoing Articles of Incorporation and state that I am familiar with and accept the obligations of Section 607.0505 of the Florida Business Corporation Act.

Date: February 24, 1997


Norman Frank,
Registered Agent

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TALLAHASSEE, FLORIDA