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TO: DIVISION OF CORPORATIONS

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CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: BLUEDOT ENTERTAINMENT, INC.

AUDIT NUMBER.....H97000003818

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

CERT. OF STATUS...0

PAGES..... 6

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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

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OF

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BLUEDOT ENTERTAINMENT, INC.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms the following corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of this corporation is BLUEDOT ENTERTAINMENT, INC..

ARTICLE II

PURPOSE

The corporation is organized to engage in any and all businesses permitted under the laws of the State of Florida.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock which this corporation is authorized to issue one thousand (1000) shares of common stock with one dollar par value. Said shares of stock may be issued only for a consideration having a fair value as may be determined by the board of directors.

ARTICLE IV

TERM OF EXISTENCE

This corporation is to exist perpetually from the date these Articles are filed with the Department of State, subject to the laws of the State of Florida.

PREPARED BY:

Manuel Alonso-Poch, Esq.  
MANUEL ALONSO-POCH, P.A.  
2100 Ponce de Leon Blvd., #1170  
Coral Gables, Florida 33134  
Tel (305) 448-4053  
Fax (305) 443-0903  
Fla. Bar No.: 235822

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## ARTICLE V

### REGISTERED AGENT AND OFFICE

The initial Registered Agent and the street address of the initial Registered Office of this corporation shall be MANUEL ALONSO-POCH, ESQ., 2100 Ponce de Leon Boulevard, Suite 1170, Coral Gables, Florida 33134.

The initial principal place of business of the corporation is: 1233 Washington Avenue, Miami Beach, Florida 33139.

## ARTICLE VI

### DIRECTORS

This corporation shall have at least one director initially. The number of directors may be changed from time to time in accordance with by-laws adopted by the directors, but the number shall never be less than one (1). The name and street address of the initial directors of the corporation is:

BILLY SPARKS

1233 Washington Avenue  
Miami Beach, FL 33139

## ARTICLE VII

### INCORPORATORS

The name and street address of the incorporator is:

MANUEL ALONSO-POCH

2100 Ponce de Leon Boulevard  
Suite 1170  
Coral Gables, Florida 33134

## ARTICLE VIII

### 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 prorated share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

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ARTICLE IX

CUMULATIVE VOTING

At each election for Directors, cumulative voting by shareholders as set forth in Florida Statutes, Chapter 607.097 (4) shall be allowed.

ARTICLE X

INDEMNIFICATION

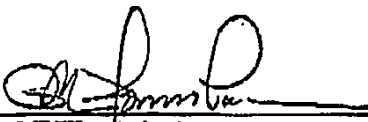
The Corporation shall indemnify any officer or Director or any former officer or director, to the full extent permitted by law.

ARTICLE XI

AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned incorporator has hereunto set his hand and seal this 3rd day of March, 1997.

  
\_\_\_\_\_  
MANUEL ALONSO-POCH

STATE OF FLORIDA     )  
                              ) SS  
COUNTY OF DADE     )

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments personally appeared, MANUEL ALONSO-POCH, who is personally known to me, or \_\_\_\_\_ who produced \_\_\_\_\_ as identification

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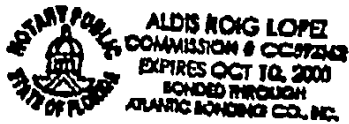
and who did take an oath and are known to be the persons described in and who executed the foregoing instrument.

WITNESS my hand and official seal in the County and State last aforesaid this 3rd day of March, 1997.



NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:



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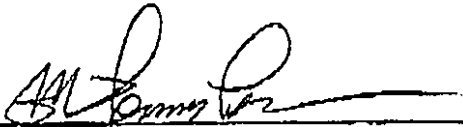
**CERTIFICATE DESIGNATING REGISTERED AGENT AND  
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF  
PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF  
AGENT UPON WHOM PROCESS MAY BE SERVED**

97 MAR -5 PM 12:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

In compliance with Sections 48.091 and 607.034, Florida Statutes, the following is submitted:

FIRST that BLUEDOT ENTERTAINMENT, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 1233 Washington Avenue, Miami Beach, Florida 33139, has named MANUEL ALONSO-POCH of 2100 Ponce de Leon Boulevard, Suite 1170, Coral Gables, Florida 33134, as its agent to accept service of process within Florida.

Dated: March 3rd, 1997.

  
MANUEL ALONSO-POCH

**ACCEPTANCE BY REGISTERED AGENT**

Having been named to accept service of process for the above named corporation, at the place designated in this certificate, I hereby accept this appointment and agree to act in this capacity, to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said office and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.

  
MANUEL ALONSO-POCH  
Registered Agent

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# ARTICLES OF INCORPORATION

of

Partners In Management, Inc.

(name of corporation)

The undersigned acting as the incorporators of a corporation under the Florida Business Corporation Act, adopt(s) the following articles of incorporation for such corporation:

## ARTICLE I - CORPORATE NAME

The name of the corporation is:

Partners In Management, Inc.

## 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 500 shares of common stock, par value \$ 1.00 per share.

## ARTICLE V - INITIAL PRINCIPAL OFFICE

The street address of the initial principal office and, if different, the mailing address is:

STREET ADDRESS		
455 Amherst Circle East		
CITY	Satellite Beach	FLORIDA ZIP 32937

Mailing address, if different

STREET ADDRESS		
748 Clarke Avenue		
CITY	Melbourne	FLORIDA ZIP 32935

## ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office and the name of the initial registered agent at the office is:

NAME	Ruthmary C. Gembarowski	
ADDRESS	455 Amherst Circle East	
CITY	Satellite Beach	FLORIDA ZIP 32937

### ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have 3 (three) 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 director(s) of the corporation are as follows:


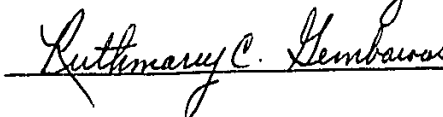
NAME	Deborah L. Young		
ADDRESS	748 Clarke Avenue		
CITY	Melbourne	STATE Florida	ZIP 32935
NAME	Ruthmary C. Gembarowski		
ADDRESS	455 Amherst Circle East		
CITY	Satellite Beach	STATE Florida	ZIP 32937
NAME	Charles J. Gembarowski		
ADDRESS	455 Amherst Circle East		
CITY	Satellite Beach	STATE Florida	ZIP 32937

### ARTICLE VIII - INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

NAME	Deborah L. Young		
ADDRESS	748 Clarke Avenue		
CITY	Melbourne	STATE Florida	ZIP 32935
NAME	Ruthmary C. Gembarowski		
ADDRESS	455 Amherst Circle East		
CITY	Satellite Beach	STATE Florida	ZIP 32937
NAME			
ADDRESS			
CITY		STATE	ZIP

The undersigned incorporator(s) have executed these Articles of Incorporation this 27th day of February, 19 97.

 (Signature)  
 (Signature)

\_\_\_\_\_ (Signature)



CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/ REGISTERED OFFICE

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Partners In Management, Inc.

(name of corporation)

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

The above corporation, organized under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation

at 455 Amherst Circle East

Satellite Beach, FL 32937

has named Ruthmary C. Gembarowski

located at the aforesaid address, as its registered agent to accept service of process within this state.

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in 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.

Ruthmary C. Gembarowski  
(Signature)

2/27/97  
(Date)