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Stugin and Camner

PROFESSIONAL ASSOCIATION
SUITE 700
550 BILTMORE WAY
CORAL GABLES, FLORIDA 33134

TELEPHONE (305) 442-4994
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April 3, 1997

VIA FEDERAL EXPRESS

Department Of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

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-04/04/97--01075--019
****122.50 ****122.50

Dear Sir or Madam:

Enclosed please find two signed copies of the Articles of Incorporation for AAC Entertainment, Inc. as well as a check in the amount of \$122.50 in payment of the required fees. Please file the original and return the certified copy to me using the enclosed self-addressed, stamped envelope.

Please call me if you have any questions about this filing.

Very truly yours,

Bridget Wong
Bridget Wong

BAW/liz
Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 APR -4 AM 10:12

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ARTICLES OF INCORPORATION
FOR
AAC ENTERTAINMENT, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 APR -4 AM 10:12

The undersigned, acting as incorporator of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I

The name of the corporation is "AAC ENTERTAINMENT, INC."

ARTICLE II

The principal office and mailing address of this corporation is 550 Biltmore Way, Suite 700, Coral Gables, Florida 33134.

ARTICLE III

The duration of this corporation is to be perpetual.

ARTICLE IV

The corporation may engage in any activity or business permitted under the laws of the State of Florida.

ARTICLE V

The corporation shall have authority to issue 100 shares, all of one class, \$.01 par value.

ARTICLE VI

The street address of the initial registered office is 550 Biltmore Way, Suite 700, Coral Gables, Florida 33134. The name of the corporation's registered agent at such address is Marc Lipsitz.

ARTICLE VII

The number of directors constituting the Board of Directors shall be fixed as provided by the bylaws, but shall not be less than one.

ARTICLE VIII

The name and address of the incorporator is Earline G. Ford, 550 Biltmore Way, Suite 700, Coral Gables, Florida 33134.

ARTICLE IX

This corporation shall indemnify and may insure its officers and directors to the fullest extent permitted by law currently in effect or hereinafter enacted.

ARTICLE X

These Articles of Incorporation may be amended in the manner authorized by law at the time of amendment.

IN WITNESS WHEREOF, I, Earline G. Ford, being the Incorporator of AAC Entertainment, Inc. make and file these Articles of Incorporation this 3rd day of April, 1997.

Earline G. Ford

Earline G. Ford, Incorporator

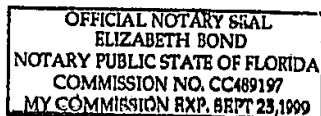
IN WITNESS WHEREOF, I, Marc Lipsitz, having been named the Registered Agent to accept service of process for AAC Entertainment, Inc. at the place designated in these Articles of Incorporation, hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply 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 this 3rd day of April, 1997.

Marc Lipsitz
Marc Lipsitz
Registered Agent

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 APR -4 AM 10:12

STATE OF FLORIDA)
COUNTY OF DADE)

The foregoing Articles of Incorporation were sworn to, subscribed and acknowledged before me this 3rd day of April, 1997, by Earline G. Ford, Incorporator and Marc Lipsitz, Registered Agent, both personally known by me.



Elizabeth Bond
Notary Public, State of Florida