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ADMITTED IN FLORIDA, NEW YORK, AND THE
DISTRICT OF COLUMBIA

March 21, 1997

OF COUNSEL

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Florida Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Fla. 32314

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Re: **INNER DELF PRODUCTIONS, INC.**

Dear Sirs:

Enclosed herewith please find an original and one copy of the Articles of Incorporation and Acceptance by the Registered Agent relative to the above cited company together with our check in the amount of \$122.50 corresponding to what we understand to be the filing fee and the return of a certified copy. Please arrange for such filing as soon as possible, thereafter returning the enclosed copy to us evidencing the date of incorporation.

Should you have any questions relative to the foregoing, please let us know.

Sincerely yours,



Thomas Baur

AR/hb
encl.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 APR -7 PM 2:25

4/18/97

ARTICLES OF INCORPORATION
OF
INNER DELF PRODUCTIONS, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 APR -7 PM 2:25

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

INNER DELF PRODUCTIONS, INC.

The principal place of business of this corporation shall be
19487 N.W. 62 Ave., Miami, Florida 33015

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having \$1 par value per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 19487 N.W. 62nd Avenue, Miami, Florida 33015.

The name of the initial registered agent of the corporation at that address is Brian C. Keen.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

This corporation shall have one director, initially. The name and street address of the officer and director is:

Brian C. Keen

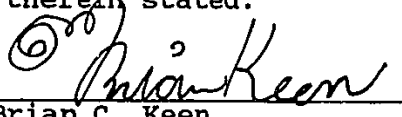
19487 N.W. 62nd Avenue
Miami, Florida 33015

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

Brian C. Keen
19487 N.W. 62nd Avenue
Miami, Florida 33015

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles for the uses and purposes therein stated.

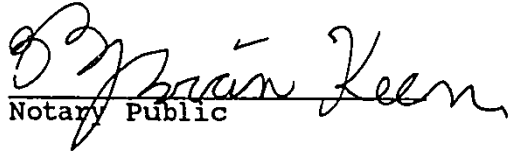


Brian C. Keen,
Incorporator

STATE OF FLORIDA)
) SS
COUNTY OF DADE)

BEFORE ME, the undersigned authority, on this 20th day of February, 1997, personally appeared Brian C. Keen, to me well known to be the person described in and who signed the foregoing Articles of Incorporation, and acknowledged to me that he executed the same freely and voluntarily, for the uses and purposes therein expressed.

WITNESS my hand and official seal the date aforesaid.


Notary Public

My commission expires:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 APR -7 PM 2:25

INNER DELF PRODUCTIONS, INC.

ACCEPTANCE OF SERVICE AS REGISTERED AGENT

The undersigned, Brian C. Keen, having been named as registered agent to accept service of process for the above-named corporation, at the registered office designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of Section 607.325, Florida Statutes.

DATED this 18th day of February, 1997

A handwritten signature in cursive script, appearing to read "Brian C. Keen", written over a horizontal line.

Brian C. Keen