

Maria E. Chang, Esq.
708 W. 51st St. Suite 6
Miami Beach, Florida 33140

P97000033565

April 9, 1997

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

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*****70.00 *****70.00

Re: BLACKEYE PRODUCTIONS, INC.

Dear Sir or Madam:


Enclosed for filing please find an original executed copy of the articles of incorporation for the above referenced corporation and a check in the amount of \$70.00 for the required fees.

Should you have any questions regarding the enclosed, please call the undersigned at (305)358-1666. Thank you for your prompt assistance.

Very truly yours,


Maria E. Chang

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ARTICLES OF INCORPORATION
OF
BLACKEYE PRODUCTIONS, INC.

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

ARTICLE I

NAME OF CORPORATION

The name of the Corporation is BLACKEYE PRODUCTIONS, INC.

ARTICLE II

ADDRESS

The initial principal office and mailing address of the Corporation is 1141 71st St., Miami Beach, Florida, 33141.

ARTICLE III

CAPITAL STOCK

The Corporation is authorized to issue 100,000 shares of common stock, \$0.01 par value.

ARTICLE IV

PREEMPTIVE SHARES

The shareholders of this Corporation shall not be granted preemptive shares.

ARTICLE V

INITIAL REGISTERED AGENT AND OFFICE

The initial Registered Agent to accept service of process within this state for the Corporation shall be Maria E. Chang, and the initial Registered Office of the Corporation shall be located at 201 Biscayne Boulevard, Suite 2500, Miami, Florida 33131.

ARTICLE VI

INCORPORATOR

The name and address of the incorporator is:

Maria E. Chang,
201 Biscayne Blvd., Suite 2500
Miami, Florida 33131

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ARTICLE VII
BOARD OF DIRECTORS

The number of directors constituting the Board of Directors shall be fixed by the Bylaws of the Corporation but shall not be less than one. The initial directors of the Corporation shall be Ray Willig and Glenn Brosnick. The mailing address of the initial directors is 1141 71st St., Miami Beach, Florida, 33141.

ARTICLE VIII
NATURE OF BUSINESS

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

ARTICLE IX
CORPORATE EXISTENCE

The duration of this Corporation is to be perpetual.

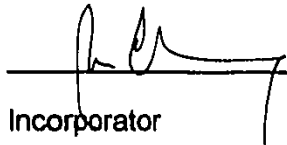
ARTICLE X
INDEMNIFICATION

This Corporation shall indemnify and may insure any and all incorporators, directors, officers, employees or agents, or former directors, officers, employees or agents or persons who may have served at the request of the Corporation to the fullest extent permitted by law currently in effect or hereinafter enacted.

ARTICLE XI
AMENDMENT

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

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 9th day of April, 1997.



Incorporator

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT

Having been named Registered Agent of Blackeye Productions, Inc. and to accept service of process for Blackeye Productions, Inc. at the place designated in these Articles of Incorporation, 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 this 9th day of April, 1997.



Maria E. Chang

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TALLAHASSEE, FLORIDA