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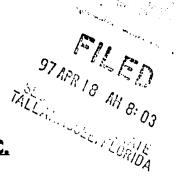


THE UNITED STATES CORPORATION
ACCOUNT NO. : 07210000032
REFERENCE: 336587 10295A 7 9
AUTHORIZATION: Tatucia Parts COST LIMIT: \$ 122.50
COST LIMIT · S 122 50
ORDER DATE : April 18, 1997
ORDER TIME: 2:56 PM
ORDER NO. : 336587-005 7000021484878
CUSTOMER NO: 10295A
CUSTOMER: Itzhak Bachar, Esq ITZHAK BACHAR, P.A.
1 Nationwide Bank Building 633 N.e. 167th St., Ste. 1112 North Miami Bea, FL 33162
DOMESTIC FILING
NAME: HERE & NOW PRODUCTIONS, 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: Tonya C. Holliday EXAMINER'S INITIALS:

ARTICLES OF INCORPORATION

OF

HERE & NOW PRODUCTIONS, INC.



The undersigned incorporator 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:

HERE & NOW PRODUCTIONS INC

The address of the principal office of this Corporation shall be: 2750 Coral Way, Suite 204, Miami, FL 33145.

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

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the Corporation shall be 2750 Coral Way, Suite 204, Miami, Florida 33145, and the name of the initial registered agent of the Corporation at that address is EITAN SHMUELI.

ARTICLE V. TERMS OF EXISTENCE

This Corporation is to exist perpetually.

ARTICLE VI. OFFICERS AND DIRECTORS

This Corporation shall have four [4] directors. The name and street address of the initial directors who shall hold office for the first year of the Corporation, or until his successor is elected or appointed is:

Eitan Shmueli Director/President 2750 Coral Way, Suite 204 Miami, Florida 33145

Rony Soussan
Director/Vice President

2750 Coral Way, Suite 204 Miami, FL 33145

Santiago Flores Director/Secretary 2750 Coral Way, Suite 204 Miami, FL 33145

Doron Shmueli Director/Treasurer 2750 Coral Way, Suite 204 Miami, FL 33145

ARTICLE VII. PREEMPTIVE RIGHTS

The Corporation elects to have preemptive rights.

ARTICLE VIII. INCORPORATORS

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

Eitan Shmueli Director/President 2750 Coral Way, Suite 204 Miami, FL 33145

Rony Soussan Director/Vice President 2750 Coral Way, Suite 204 Miami, FL 33145

Santiago Flores Director/Secretary 2750 Coral Way, Suite 204 Miami, FL 33145

Doron Shmueli Director/Treasurer 2750 Coral Way, Suite 204 Miami, FL 33145

IN WITNESS WHEREOF, the undersigned subscribing incorporators have hereunto set their hands and seals on this 14 day of $ApRil_{-}$, 1997.

EITAN SHMUELI, Incorporator

ACKNOWLEDGMENT OF REGISTERED AGENT

Having been named to accept service of process for the above-stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

Date: April 14, 1997

EITAN SHMUELI

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