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FLORIDA DIVISION OF CORPORATIONS

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FROM: BLUMBERG/EXCELSIOR CORPORATE SERVICES, INC.
07535000353

ACCT#:

CONTACT: CATHY LEACH
PHONE: (212)431-5000
(212)431-1441

FAX #:

NAME: HED FERST PRODUCTIONS, INC.

AUDIT NUMBER.....H97000006400

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

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 21, 1997

BLUMERG/EXCELSIOR CORPORATE SERVICES, INC.

SUBJECT: HED FIRST PRODUCTIONS, INC
REF: W97000009157

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Agnes Lunt
Corporate Specialist

FAX Aud. #: E97000006400
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ARTICLES OF INCORPORATION

OF

HED FERST PRODUCTIONS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED sole incorporator, being a natural person competent to contract and desiring to form a corporation under Title XXXV, Chapter 607 of the revised Florida Statutes, herewith submits the following information:

1. The name of the corporation is HED FERST PRODUCTIONS, INC.
2. The duration of the corporation shall be perpetual.
3. The general purpose or purposes for which this corporation is being formed are to include the transaction of any or all lawful business for which corporations may be incorporated under this chapter.
4. The aggregate number of shares which the corporation shall have authority to issue is 1,000 shares, all without par value and of one class.
5. The principal address and mailing address of the corporation will be 406 WOODVIEW CIRCLE, PALM BEACH GARDENS, FL 33410 and the name of its initial registered agent at such address is GEOFFREY M. HAYNES.
6. The number of directors constituting the initial board of directors is ONE and the name and address of each person who is to serve as a member thereof is as follows:

GEOFFREY M. HAYNES, 406 WOODVIEW CIRCLE, PALM BEACH GARDENS, FL 33410
7. The name and address of the sole incorporator is: ROBERT ARATINGI, c/o BlumbergExcelsior CORPORATE SERVICES, INC., 62 WHITE STREET, 2ND FLOOR, NEW YORK, NY 10013.

IN WITNESS WHEREOF, the undersigned, as sole incorporator of this corporation has executed these Articles of Incorporation.

Dated: 03/25/97


ROBERT ARATINGI
Sole Incorporator

BlumbergExcelsior
62 White St
New York, NY 10013
212-431-5000

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ACCEPTANCE OF APPOINTMENT

AS

REGISTERED AGENT

I, the undersigned, do hereby accept appointment as Registered Agent of HED FERST
PRODUCTIONS, INC., the within named corporation.

Dated: 4/15/97


GEOFFREY M. HAYNES

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12 White St
New York, NY 10013
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