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Andrew J. Connolly, P.A.

Barnett Bank Building
Esq.
1000 S. Federal Highway, Suite 212
Deerfield Beach, Florida 33441
(954) 421-6477

Andrew J. Connolly,
Of Counsel:
L. Judson Lloyd, Esq.
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April 18, 1997

Div. of Corporations - Dept. of State
409 E. Gaines Street
Tallahassee, FL 32399

300002149023--7
-04/21/97--01096--008
*****70.00 *****70.00

Re: Glass House Studios, Inc.

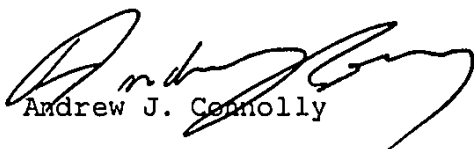
Dear Sir:

Enclosed please find the original Articles of the above proposed corporation together with my check in the amount of \$70.00 to cover the following:

Filing Fee	\$35.00
Registered Agent Designation	<u>35.00</u>
Total	\$70.00

Thank you for your assistance in this matter.

Sincerely yours,


Andrew J. Connolly

AJC:ks

Encs.

EFFECTIVE DATE
4-18-97

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 APR 21 AM 9:00

DAE
4/23

EFFECTIVE DATE
4-18-97

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 APR 21 AM 9:00

ARTICLES OF INCORPORATION
OF
GLASS HOUSE STUDIOS, INC.

ARTICLE I

NAME:

The name of this corporation is: Glass House Studios, Inc.

ARTICLE II

MAILING ADDRESS:

The mailing address of this corporation shall be: 1915 A
Hollywood Boulevard, Hollywood, Florida.

ARTICLE III

PURPOSE: This corporation is organized to engage in any lawful
business.

ARTICLE IV

CAPITAL STOCK:

This corporation is authorized to issue 500 shares of Common
Stock at the par value of \$1.00 per share.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT:

The street address of the initial registered office of this
corporation is: 1915 A Hollywood Boulevard, Hollywood, Florida
33021

The name of the initial registered agent of this corporation
at that address is: Fitzgerald Clouden.

ARTICLE VI

INCORPORATOR:

The name and address of the person signing these Articles is: Fitzgerald Clouden, 1915 A Hollywood Boulevard, Hollywood, Florida 33021.

ARTICLE VII

INDEMNIFICATION:

The corporation shall indemnify any officer or director or any former officer or director to the extent permitted by law.

ARTICLE VIII

AMENDMENT:

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE IX

CONFLICT OF INTEREST:

No contract, act or transaction of this corporation with any person or persons, firm or other corporation, in the absence of fraud or wrongdoing, shall be affected or invalidated by the fact that any shareholder or officer of this corporation is a party to or interested in such contract, act or transaction, or in any way connected with the said person, persons, firm, or corporation and each and every person who may become an officer, shareholder, or fiduciary of this corporation is hereby relieved from any

liability that might otherwise exist from contracting with this corporation for the benefit of himself or any other firm, association or corporation in which he may in any way be interested.

ARTICLE X

Existence:

This corporation shall begin its existence on April 18, 1997.

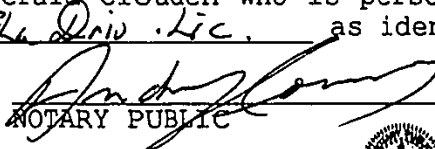
IN WITNESS WHEREOF, the undersigned Incorporator executes these Articles of Incorporation this April 18, 1997

Incorporator


Fitzgerald Clouden

STATE OF FLORIDA
COUNTY OF BROWARD

THE FOREGOING INSTRUMENT was acknowledged before me this April 18, 1997, by Fitzgerald Clouden who is personally known to me or who has produced Florida Lic. as identification.


NOTARY PUBLIC

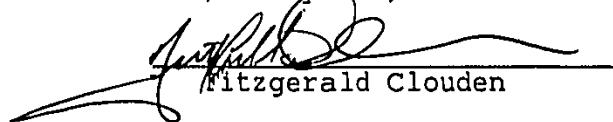
MY COMMISSION EXPIRES:



ANDREW J. GANNALLY
MY COMMISSION # 0008748 EXPIRES
MAY 28, 1999
BROWARD COUNTY, FLORIDA

ACCEPTANCE OF REGISTERED AGENT

I hereby accept the appointment as Registered Agent of:
Glass House Studios, Inc., and my address for that purpose is:
1915 A Hollywood Boulevard, Hollywood, Florida 33021.


Fitzgerald Clouden

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 APR 21 AM 9:00