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April 22, 1997

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

200002154762-3
-04/25/97--01025--024
***122.50 ***122.50

IN RE: FAMOUS PLAYERS, INC.

EFFECTIVE DATE
4-19-97

Gentlemen:

I enclose herewith an original and one (1) copy of the Articles of Incorporation and Certificate Designating Registered Agent in reference to the above-captioned matter.

I also enclose herewith a check in the amount of \$122.50 made payable to the Secretary of the State of Florida which represents payment for this service. Kindly return the Certificate of Filing, along with a certified copy of the Articles of Incorporation to my office in the self-addressed stamped envelope that has been provided.

If you should have any questions concerning this matter, please do not hesitate to contact me.

Thanks for your assistance in this matter.

Sincerely yours,



CHARLES D. BARNARD

CDB/mf

Enclosures

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DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION

OF

FAMOUS PLAYERS, INC.

EFFECTIVE DATE
4-19-92

ARTICLE I - NAME

The name of this corporation is **FAMOUS PLAYERS, INC.**, and its principal place of business is 2100 East Atlantic Blvd., Pompano Beach, Florida 33062.

ARTICLE II - DURATION

This Corporation shall have perpetual existence commencing on the date of execution and acknowledgment of these Articles.

ARTICLE III - PURPOSE

This Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue One Thousand (1,000) shares of One Dollars (\$1.00) par value common stock.

ARTICLE V - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE VI - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is Saad Nagib and the initial registered agent at this address is 2100 East Atlantic Blvd., Pompano Beach, Florida 33062.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This Corporation shall have ONE director initially. The number of Directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The name and address of the initial Director(s) of this corporation are as follows:

Saad Nagib, Initial Director, 2100 East Atlantic Blvd., Pompano Beach, Florida 33062.

ARTICLE IX - INCORPORATORS

The name and address of the person signing these Articles is:

Saad Nagib, Initial Director, 2100 East Atlantic Blvd., Pompano Beach, Florida 33062.

ARTICLE X - 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 XI - INDEMNIFICATION

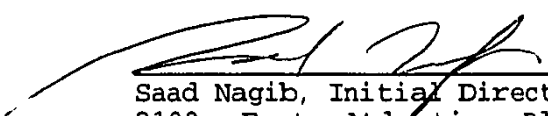
This Corporation shall indemnify any officer or director or any former officer or director, to the fullest extent permitted by law either now existing or hereafter enacted.

ARTICLE XII

The private property of the stockholders shall not be subject to the payment of the corporate debts to any extent whatever. The


Corporation shall have a first lien on the shares of its stockholders and upon the dividends due them for any indebtedness of such stockholders to the Corporation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on April 19, 1997


Saad Nagib, Initial Director,
2100 East Atlantic Blvd.
Pompano Beach, Florida 33062.

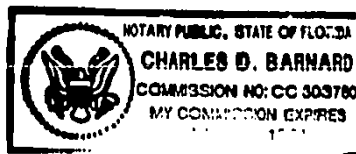
STATE OF FLORIDA)
 : ss
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this 13th day of April, 1997 by Saad Nagib who is personally known to me or has produced _____ as identification and who did/did not take an oath.



Notary Public, State of Florida
Charles D. Barnard
Print, type or stamp name

Comm. Exp. Serial No.

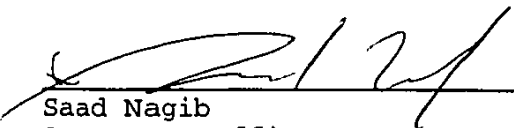


**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 APR 25 PM 1:21

In compliance with Section 48.091, Florida Statutes, the following is submitted:

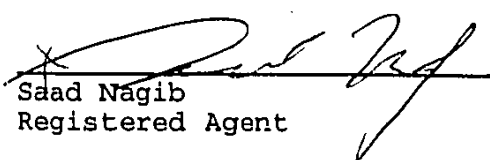
FIRST: That **FAMOUS PLAYERS, INC.**, desiring to organize or qualify under the Laws of the State of Florida, with its principal place of business at 2100 East Atlantic Blvd., in the City of Pompano Beach, County of Broward, State of Florida, has named Saad Nagib, located at 2100 East Atlantic Blvd., Pompano Beach, Florida 33062, as its agent to accept service of process within the State of Florida.


Saad Nagib
Corporate Officer

Title: President

Date: April 19, 1997

Having been named to accept service of process for the above named corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.


Saad Nagib
Registered Agent

Date: April 19, 1997