

097000043004



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 390243 7129172

AUTHORIZATION : *Patricia Pizzuto*

COST LIMIT : \$ 70.00

ORDER DATE : May 14, 1997

ORDER TIME : 12:17 PM

ORDER NO. : 390243-005

100002179111--5

CUSTOMER NO: 7129172

CUSTOMER: Eric C. Cheshire, Esq  
ERIC C. CHESHIRE, ESQ.

Suite 300  
324 Datura Street  
West Palm Beach, FL 33401

DOMESTIC FILING

NAME: A & B ENTERTAINMENT II, INC.

EFFECTIVE DATE: MAY 13, 1997

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Todd Sterzoy

EXAMINER'S INITIALS:

FILED  
OFFICE OF THE STATE  
CLERK  
TALLAHASSEE, FLORIDA

RECEIVED  
97 MAY 15 PM 3:26  
*[Signature]*

EFFECTIVE DATE

5/13/97

FILED  
IN SECRETARY OF STATE  
CORPORATIONS

ARTICLES OF INCORPORATION  
OF

A & B ENTERTAINMENT II, 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:

A & B ENTERTAINMENT II, INC.

The address of the principal office of this corporation shall be 2154 Zip Code Place, West Palm Beach, Florida 33409, and the mailing address of the corporation shall be the same.

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 100 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 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually and have an effective date of May 13, 1997.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have 1 Director, initially. The name and address of the initial member of the Board of Directors is:

Jeffrey Burns  
Dir.

2154 Zip Code Place,  
West Palm Beach, Florida 33409

ARTICLE VII. OFFICERS

The name and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Jeffrey Burns  
Pres./Sec./Treas.

2154 Zip Code Place  
West Palm Beach, FL 33409

ARTICLE VIII. INCORPORATOR

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

Corporation Service Company  
1201 Hays Street  
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of Corporation Service Company, has hereunto set their hand and seal of Corporation Service Company on May 14, 1997.

CORPORATION SERVICE COMPANY

By: 

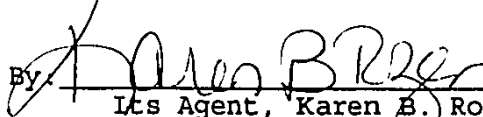
Its Agent, Karen B. Rozar

FILED  
STATE

ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

CORPORATION SERVICE COMPANY

By:   
Its Agent, Karen B. Rozar

LRD/tsy