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ACCOUNT NO. : 072100000032

REFERENCE : 396382 8690A

AUTHORIZATION : Patricia Pizutti

COST LIMIT : \$ 78.75

ORDER DATE : May 19, 1997

ORDER TIME : 1:14 PM

ORDER NO. : 396382-005

CUSTOMER NO: 8690A

000002183910--5

CUSTOMER: Ms. Roxana T. Collazo  
BEDZOW KORN & KAN, P.A.

P. O. Box 8020

Hallandale, FL 33008

DOMESTIC FILING

NAME: TRANSUNIVERSE ENTERTAINMENT,  
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS: \_\_\_\_\_

RECEIVED  
MAY 19 1997  
HALLANDALE, FLORIDA  
MAY 19 1997  
MAY 20 1997

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9N MAY 20 1997

ARTICLES OF INCORPORATION  
OF  
TRANSUNIVERSE ENTERTAINMENT, INC.

FILED  
MAY 10 1965  
TALLAHASSEE, FLORIDA

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:

TRANSUNIVERSE ENTERTAINMENT, INC.

The address of the principal office of this corporation shall be 307 Atlantic Avenue, Miami Beach, Florida 33160, 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 7,500 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 20803 Biscayne Boulevard, Suite 200, Aventura, Florida 33180, and the name of the initial registered agent of the corporation at that address is Richard C. Wolfe.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

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 two Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Alan Amiel Dir.	307 Atlantic Avenue Miami Beach, Florida 33160
David Lipnik Dir.	Same

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:

Alan Amiel Pres.	307 Atlantic Avenue Miami Beach, Florida 33160
David Lipnik Pres.	Same
Eliezer Lipnik Sec.	Same

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 19, 1997.

CORPORATION SERVICE COMPANY

By:  \_\_\_\_\_

ACG/das

ACCEPTANCE OF REGISTERED AGENT  
DESIGNATED IN THE ARTICLES OF INCORPORATION

RICHARD C. WOLFE, ESQ. , an individual residing in this state having a business office identical with the registered office of the corporation named below, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation of:

TRANSUNIVERSE ENTERTAINMENT, INC.

is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

By: 

NAME: RICHARD C. WOLFE, ESQ.

MAILED  
JAN 12 1975  
TALLAHASSEE  
FLORIDA