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June 5, 1997

Via Federal Express

Secretary of State
Department of Corporations
George Firestone Building
409 E. Gaines Street
Tallahassee, FL 32399

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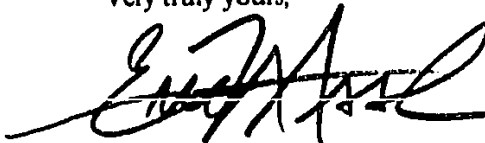
**Re: Filing of Articles of Incorporation for
MGM KIDS CORP. and WORLD CLASS HOLDINGS, INC.**

Dear Secretary of State:

This firm represents MGM Kids Corp. and World Class Holdings, Inc. Enclosed please find the original and two (2) copies of the Articles of Incorporation for MGM KIDS CORP. and the original and two (2) copies of the Articles of Incorporation for WORLD CLASS HOLDINGS, INC., which have been prepared for filing with the Secretary of State. In addition, please find two (2) checks. Each check is made payable to the Secretary of State in the amount of \$122.50, for the filing and for a certified copy. Also, please return to this office a file stamp copy of each set of Articles of Incorporation, in the enclosed Federal Express envelope.

Thank you for your prompt attention to this matter. If you have any questions, please do not hesitate to call the undersigned.

Very truly yours,



Eric N. Assouline, Esq.

Enclosures

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STATE
TALLAHASSEE, FLORIDA

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FILED

ARTICLES OF INCORPORATION

OF

MGM KIDS CORP.

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TALLAHASSEE
FLORIDA

I, the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be MGM KIDS CORP.

ARTICLE II

This corporation may engage in any activity or business permitted under the laws of the State of Florida.

ARTICLE III

The number of shares of stock authorized by the corporation is 1,000,000. The shares shall have no par value. Only one class of shares of stock, common stock having full voting rights, is hereby created.

The consideration for all of the said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of the corporation.

Upon the sale for cash of any new stock of the same kind, class or series as that which he already holds, every stockholder of this corporation shall have the pre-emptive right to purchase his pro rata share thereof at the price which it is offered to others, whether or not in excess of par. Fractional shares need not be issued on account of this provision.

ARTICLE IV

The street address and mailing address of the initial principal office of the corporation shall be 4476 NW 128th Street, Miami, Florida 33054.

Articles of Incorporation of ~~MM~~ KIDS CORP.

ARTICLE V

The initial office of the registered agent of this corporation shall be at New World Tower, 100 North Biscayne Boulevard, Suite 601, Miami, Florida 33132.

The initial registered agent at that address shall be Gregory A. Martin.

ARTICLE VI

The names and addresses of the initial director(s) of the corporation, who shall hold office for the first year or until his successor is duly elected and qualified, shall be:

Gladys Marcus
4476 NW 128th Street
Miami, Florida 33054

ARTICLE VII

The name and address of the Incorporator is:

Gregory A. Martin
New World Tower
100 North Biscayne Boulevard
Suite 601
Miami, Florida 33132

ARTICLE VIII

No contract or other transaction between this corporation and any other corporation, and no act of this corporation, shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation who is also a director or an officer of such

Articles of Incorporation of MGM KIDS CORP.

other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction, with like force and effect as if he were not such a director or officer of such other corporation, or not so interested.

IN WITNESS WHEREOF, I, the undersigned, being the Incorporator hereinbefore named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 2nd day of June 1997.

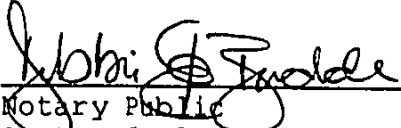


Gregory A. Martin
Incorporator

STATE OF FLORIDA)
) ss.
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared Gregory A. Martin, to me known to be the person described in and who executed the foregoing Articles of Incorporation, who, after being duly sworn under oath, acknowledged before me that he executed the same for the purpose therein expressed.

WITNESS my hand and official seal in the State and County aforesaid, this 2nd day of June 1997.



Notary Public
State of Florida

My Commission Expires:



DEBBIE GELABERT BUDDE
My Commission CC533064
Expires Feb. 15, 2000

Articles of Incorporation of MGM KIDS CORP.

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

In compliance with the laws of Florida, the following is submitted:

First, that MGM KIDS CORP. desiring to organize under the laws of the State of Florida, has named Gregory A. Martin, Miami, County of Dade, State of Florida as its statutory Registered Agent.

Having been named the statutory Registered Agent of the above corporation at the place designated in this certificate, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open, and I accept the obligations of Section 607.0501 Florida Statutes.



Gregory A. Martin
Registered Agent

DATED this 2nd day of June 1997.

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