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ACCOUNT NO. : 072100000032

REFERENCE : 435118 5011848

AUTHORIZATION :

COST LIMIT : \$ 70.00

ORDER DATE : June 19, 1997

ORDER TIME : 9:10 AM

ORDER NO. : 435118-005

100002218511--9

CUSTOMER NO: 5011848

CUSTOMER: Mr. Bruce H. Weinberg
WEINBERG & CO. P.A.

Suite 314
6100 Glades Road
Boca Raton, FL 33434

DOMESTIC FILING

NAME: BELL 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
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS: _____

ALL INFORMATION CONTAINED
HEREIN IS UNCLASSIFIED
DATE 01-20-2000 BY 1234

RECEIVED
97 JUN 20 PM 12:15

4
8N JUN 20 1997

ARTICLES OF INCORPORATION
OF
BELL ENTERTAINMENT INC.

FILED
97 JUN 20 PM 2:34
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:

BELL ENTERTAINMENT INC.

The address of the principal office of this corporation shall be 6100 Glades Road, Suite 314, Boca Raton, Florida 33434, 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 1,000 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.

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

Elliot Bellen
Dir.


6100 Glades Road, Suite 314
Boca Raton, Florida 33434

ARTICLE VII, INCORPORATOR

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

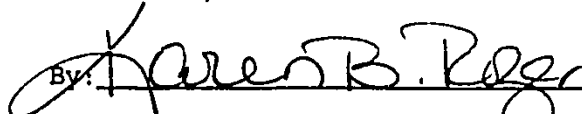
Corporate Agents, Inc.
1201 Hays Street
Tallahassee, Florida 32301

The undersigned incorporator has executed these Articles of Incorporation on June 20, 1997.


Incorporator
Its Agent, Karen B. Rozar

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.

By: 
Authorized Service Representative
Corporation Service Company

LH/DEBORAH SCHRODER

6/20/97 11:20 AM
TALLAHASSEE
FLORIDA