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ACCOUNT NO. : 072100000032

REFERENCE : 436039 7131355

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : June 20, 1997

ORDER TIME : 11:27 AM

ORDER NO. : 436039-025

CUSTOMER NO: 7131355

700002218747--3

-06/20/97--01074--014

*****78.75 *****78.75

CUSTOMER: Barbara J. Levine, President
BLJ BOOKKEEPING SERVICES, INC.

7710 Blairwood Circle South

Lake Worth, FL 33467

DOMESTIC FILING

NAME: PALM BEACH ENTERTAINMENT
GROUP, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stephanie Stscherban

EXAMINER'S INITIALS:

TALLAHASSEE, FLORIDA
91 JUN 20 PM 3:05

RECEIVED
97 JUN 20 PM 1:09
JUN 20 1997

ARTICLES OF INCORPORATION
OF
PALM BEACH ENTERTAINMENT GROUP, INC.

FILED

97 JUN 20 PM 3:05

TALLAHASSEE, FLORIDA

I, the undersigned subscriber to these Articles of Incorporation, being a person competent to contract, hereby associate myself for the purpose of becoming a corporation under the laws of the State of Florida providing for the formation, liability, rights, privileges, and immunities of corporations for profit.

ARTICLE I - NAME

The name of this corporation shall be PALM BEACH ENTERTAINMENT GROUP, INC.

ARTICLE II - NATURE OF BUSINESS

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

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is one thousand (1000) shares of common stock, of twenty dollars (\$20.00) par value. The consideration to be paid for each share shall be fixed by the Board of Directors.

ARTICLE IV - INITIAL CAPITAL

The amount of capital with which this Corporation will begin business will not be less than twenty thousand dollars (\$20,000.00).

ARTICLES V - TERM OF EXISTENCE

The Corporation is to have perpetual existence.

ARTICLES VI - ADDRESS

The initial street address in the State of the principal office of the Corporation shall be:

1845 KUDZA ROAD
WEST PALM BEACH, FL. 33409

The Board of Directors may from time to time move the principal office to any other address in Florida. The Corporation shall have the power to transact business in any other place or places, both within and without the State of Florida, and throughout the world. The annual meeting of stockholders shall be held at the place designated by the Board of Directors.

ARTICLE VII - BOARD OF DIRECTORS

This corporation shall have three director(s) initially. The number of Directors may be either increased or decreased by the by-laws adopted by the shareholders, but shall never be less than one. The names and addresses of the initial directors of the Corporation is:

CATHERINE M. KALFIN
1845 KUDZA ROAD
WEST PALM BEACH, FL. 33409

ARTICLE VIII - INCORPORATOR AND REGISTERED AGENT

The name and address of the subscriber to these Articles of Incorporation and registered agent is:

CATHERINE M. KALFIN
1845 KUDZA ROAD
WEST PALM BEACH, FL. 33409

ARTICLE IX - BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and shareholders.

ARTICLE X - AMENDMENT

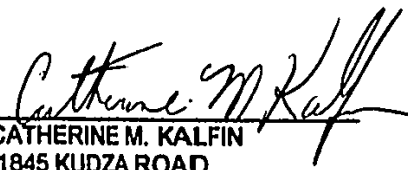
This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment to them, and any rights conferred upon the shareholders are subject to this reservation.

ARTICLE XI - SUB-CHAPTER S CORPORATION


This Corporation may be a Sub-Chapter S Corporation as defined by the Internal Revenue Code.

ARTICLE XII - REGISTERED AGENT

I hereby accept the provisions of these Articles of Incorporation as registered agent. I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


CATHERINE M. KALFIN
1845 KUDZA ROAD
WEST PALM BEACH, FL. 33409

In witness whereof, the undersigned, as subscribing incorporator, has hereinto set his hand and seal this eighteenth day of June, 1997, for the purpose of forming this Corporation under the laws of the State of Florida, and hereby makes and files, in the Office of the Secretary of the State of Florida, these Articles of Incorporation, and certifies that the facts herein stated are true.


CATHERINE M. KALFIN
PRESIDENT

SWORN TO AND SUBSCRIBED BEFORE ME
THIS EIGHTEENTH DAY OF JUNE, 1997


Notary Public, State of Florida



BARBARA J. LEVINE
MY COMMISSION # 00464305 EXPIRES
May 16, 1999
BONDED THRU TROY FAIR INSURANCE, INC.

FILED
91 JUN 20 PM 3:05
TALLAHASSEE, FLORIDA