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June 20, 1997

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BOARD OF DIRECTORS

Officers

Dr. Roy Phillips
PresidentHosea Butler, Jr.
SecretaryVerbert C. Anderson
Treasurer

Members

Cornelius E. Allen

Reginald Clyne, Esq.

T. Willard Fair

John A. Hall

Ken Mason

Congresswoman Carrie P. Meek

Garth C. Reeves

Neil Robinson

Dorothea Stewart

David L. Wilson

Elaine H. Black,
Executive DirectorDepartment of State
Division of Corporation
Post Office Box 6327
Tallahassee, Florida 32314Re: Articles of Incorporation
To Be Filed.

Dear Sir/Madam:

Enclosed please find an original and one copy of the Articles of Incorporation and
Certificates Designating Place of Business, and a money order for filing fees for the
following:

No	Company Name	MO/CK No.	Amount
1.	DIAMOND VIDEO PRODUCTION, INC.	02-025821056	\$122.50
	TOTAL		\$122.50

Please file both the Articles and Certificate of Designation for the corporation
and return a file-marked certified copy of each document to the following:

Jeannette G. Andrews, Esq.

Tools For Change

6255 Northwest 7th Avenue

Miami, Florida 33150

Thank you for your attention to this matter.

Sincerely,

Jeannette G. Andrews, Esq.

Encls.

JUN 26 BSB

FILED
97 JUN 25 AM 9:05
TALLAHASSEE, FLORIDA**TOOLS FOR CHANGE**
BLACK ECONOMIC DEVELOPMENT COALITION, INC.

6255 N.W. 7th Avenue • Miami, FL 33150 • Telephone: (305) 751-8934 • Facsimile: (305) 751-1619

ARTICLES OF INCORPORATION

OF

DIAMOND VIDEO PRODUCTION, INC.

FILED

97 JUN 25 AM 9:05

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation:

ARTICLES I: NAME OF THE CORPORATION

The name of the corporation is DIAMOND VIDEO PRODUCTION, INC., hereinafter referred to as the "Corporation".

ARTICLE II: PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal office and mailing of the corporation is 13155 W. Dixie Highway, Miami, FL 33161.

ARTICLE III: DURATION OF THE CORPORATION

The period of duration of the Corporation shall be perpetual unless dissolved according to law.

ARTICLE IV: PURPOSE OF THE CORPORATION

The purpose for which the Corporation is organized is to engage in any and all lawful business for which corporations may be incorporated under Chapter 607, Florida Statute, as amended.

ARTICLE V: AUTHORIZED SHARES

The Corporation is authorized to issue Five Thousand (5,000) shares of common stock with a par value of \$1.00 per share. All stock shall be of one class. The Board of Directors may authorize the issuance of such stock to such person(s) upon such terms and for such consideration as they may deem appropriate. The consideration may consist of any tangible or intangible property or benefit to the Corporation, including cash, promissory notes, services performed, promises to perform services evidenced by a written contract, or other securities of the Corporation.

ARTICLE VI: PREEMPTIVE RIGHTS

The Corporation elects to have preemptive rights. Every shareholder, upon the sale for cash of any new or reissued stock of the Corporation, shall have the right to purchase his pro-rata share thereof at the price at which it is offered to others.

ARTICLE VII: INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the Corporation's initial registered office 13155 W. Dixie Highway, Miami, FL 33161, and the registered agent at that office is MURIEL LUBIN.

ARTICLE VIII: INITIAL BOARD OF DIRECTORS

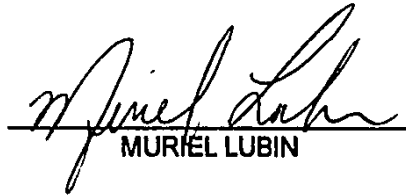
The Corporation shall have four (4) directors constituting the initial Board of Directors. The number of directors may be increased or decreased from time to time by the bylaws.

ARTICLE IX: INCORPORATOR

The incorporators of the Corporation are as follows:

MURIEL LUBIN
13155 W. Dixie Highway
Miami, FL 33161

IN WITNESS WHEREOF, I, MURIEL LUBIN, the undersigned incorporator, has signed these Articles of Incorporation on this 20 day of June, 1997, and acknowledged the same to be my act.


MURIEL LUBIN

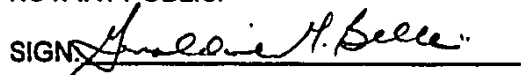
STATE OF FLORIDA)

COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 20 day of June, 1997 by MURIEL LUBIN, who personally appeared before me at the time of notarization, and who is personally known to me or who produced a FLORIDA DRIVER'S LICENSE as identification.

NOTARY PUBLIC:

SIGN:



PRINT:

Geraldine M. Belle
STATE OF FLORIDA AT LARGE



Geraldine M. Belle
My Commission CC577901
Expires Aug. 18, 2000

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

Pursuant to the provisions of Chapters 48.091 and 607.0501 of the Florida Statutes, the following is submitted, in compliance with said Acts:

First--That DIAMOND VIDEO PRODUCTION, INC., desiring to organize under the laws of the State of Florida with its principal office at 13155 W. Dixie Highway as indicated in the Articles of Incorporation at City of MIAMI, County of DADE, State of Florida, has named MURIEL LUBIN, at 13155 W. Dixie Highway, MIAMI, FL 33161, in the City of MIAMI, County of DADE, State of Florida, as its agent to accept service of process within this state.

-Acceptance of Agent-

ACKNOWLEDGMENT:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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.

BY: 

MURIEL LUBIN

DATE: June 20, 1997

FILED
97 JUN 25 AM 9:05
TALLAHASSEE, FLORIDA