

LAW OFFICES
GUY SPIEGELMAN
SUITE 400 ROBERTS BUILDING
28 WEST FLAGLER STREET
MIAMI, FLORIDA 33130
TELEPHONE (305) 373-6634

P97000061879

July 11, 1997

FILED
DIVISION OF CORPORATIONS
97 JUL 15 PM 4:29

State of Florida
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: All American Productions, Inc.

Dear Sir/Madam,

Enclosed please find the original and one copy of the Articles of Incorporation for the above referenced corporation.

Also enclosed is my trust account check in the amount of \$78.75, for the filing fee, designation fee and certificate of status.

Please incorporate this corporation, and forward the proof of filing and a certificate of status to this office.

Thank you for your assistance in this regard.

Sincerely,

Guy Spiegelman

GS/kj
Enclosures

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

7-16-97
WS

ARTICLES OF INCORPORATION
OF
ALL AMERICAN PRODUCTIONS, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUL 15 PM 4:29

ARTICLE I

NAME

ALL AMERICAN PRODUCTIONS, INC.

ARTICLE II

DURATION

This corporation is to have perpetual existence.

ARTICLE III

PURPOSE

The purpose is to engage in any activities or business permitted under the laws of the State of Florida.

ARTICLE IV

CAPITAL STOCK

This corporation is authorized to issue one thousand (1,000) shares at \$1.00 par value common stock.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1481 N.W. North River Drive, Miami, FL 33125., and

the name of the initial agent of this corporation is Harris Sperber. The mailing address of the corporation shall be 1481 N.W. North River Drive, Miami, FL 33125.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

The number of directors constituting its initial Board of Directors is one (1), whose name and address is: Harris Sperber, 1481 N.W. North River Drive, Miami, FL 33125.

ARTICLE VII

INCORPORATOR

Harris Sperber, 1481 N.W. North River Drive, Miami, FL 33125.

ARTICLE VIII

INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director to the full extent permitted by law.

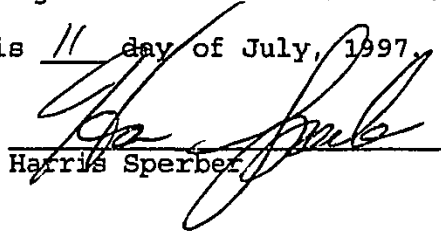
ARTICLE IX

AMENDMENT

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any

amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 11 day of July, 1997.


Harris Sperber

STATE OF FLORIDA)
) ss:
COUNTY OF DADE)

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to administer oaths and take acknowledgments, personally appeared **Harris Sperber** () who is personally known to me, or () who has produced _____ as identification and who () did () did not take an oath, and who executed the foregoing Articles of Incorporation.

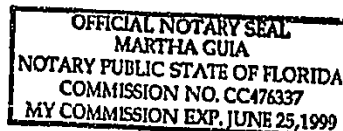
WITNESS my hand and official seal in the County and State last aforesaid this _____ day of _____, A.D. 19____.



Notary Public, State of Florida

My Commission expires:

Printed name of Notary

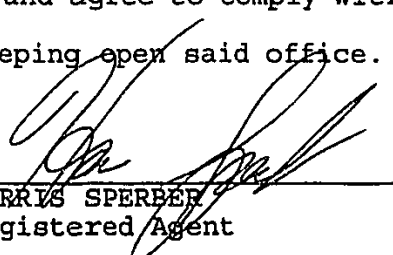


CERTIFICATE DESIGNATING PLACE OR BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHICH PROCESS MAY BE SERVED

In pursuant of Chapter 48.091, Florida Statutes, the following is submitted, in Complaint with said Act:

FIRST: That ALL AMERICAN PRODUCTIONS, INC., desiring to organize under the laws of the State of Florida with the Registered Office as indicted in the Articles of Incorporation at the City of Miami, County of Dade, State of Florida, has named HARRIS SPERBER as its Registered Agent to accept service of process with in the State. ACKNOWLEDGEMENT: (MUST BE SIGNED BY REGISTERED AGENT)

Having been named to accept service of process for the above styled corporation, at place designated in this certificate, I hereby accept to act in the capacity, and agree to comply with the provisions of said Act relative to keeping open said office.


By: HARRIS SPERBER
Registered Agent

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