

997000062895



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 468494 4303929

AUTHORIZATION :

Patricia Pizot

COST LIMIT : \$ 122.50

ORDER DATE : July 21, 1997

ORDER TIME : 9:37 AM

ORDER NO. : 468494-005

CUSTOMER NO: 4303929

600002242696--3

CUSTOMER: Ms. Jazmine Roman
GREENBERG TRAUIG HOFFMAN
LIPOFF ROSEN & QUENTEL, P. A.
22nd Floor
1221 Brickell Avenue
Miami, FL 33131-3238

DOMESTIC FILING

NAME: SILVERMAN PRODUCTIONS II, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS: _____

TALLAHASSEE, FLORIDA
97 JUL 21 PM 12:36

97 JUL 21 44 10 49
RECEIVED
4

700 JUL 21 1997

WRITTEN CONSENT GRANTING APPROVAL FOR USE OF NAME

SILVERMAN PRODUCTIONS, INC., a Florida corporation (the "Corporation") incorporated on May 13, 1994, does hereby grant permission and approve the filing of the Articles of Incorporation for the following corporation:

SILVERMAN PRODUCTIONS II, INC.

The undersigned, being the President of the Corporation has executed this Written Consent Granting Approval for Use of Name on behalf of the Corporation this 16th day of July, 1997.

SILVERMAN PRODUCTIONS, INC.

By: 

FRED SILVERMAN,
President

FILED
97 JUL 21 PM 2:36
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
SILVERMAN PRODUCTIONS II, INC.

FILED

97 JUL 21 PM 2:37

STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of the corporation is SILVERMAN PRODUCTIONS II, INC. (hereinafter called the "Corporation").

ARTICLE II

The address of the principal office and the mailing address of the Corporation is: 4111 Barbarossa Avenue, Miami, Florida 33133.

ARTICLE IV

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

<u>Number of Shares</u> <u>Authorized</u>	<u>Par Value</u> <u>Per Share</u>	<u>Class of</u> <u>Stock</u>
1,000	\$ 0.01	Common

ARTICLE IV

The Corporation shall hold a special meeting of shareholders only:

- (1) On call of the Board of Directors or persons authorized to do so by the Corporation's Bylaws; or
- (2) If the holders of not less than 50 percent of the persons entitled to vote on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

ARTICLE V

The street address of the Corporation's initial registered office is 4111 Barbarossa Avenue, City of Miami, County of Dade, State of Florida 33133, and the name of its initial registered agent at such office is Fred Silverman.

ARTICLE VI

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws. The number of directors constituting the initial Board of Directors is one, and the name and address of the member of the initial Board of Directors, who will serve as the Corporation's director until successors are duly elected and qualified is:

Fred Silverman
4111 Barbarossa Avenue
Miami, Florida 33133

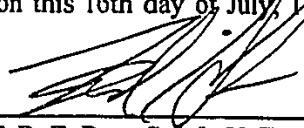
ARTICLE VII

The name and address of the Incorporator is Fred Silverman, 4111 Barbarossa Avenue, Miami, Florida 33133.

ARTICLE VIII

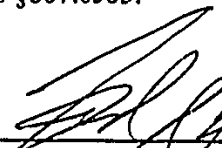
This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation on this 16th day of July, 1997.


FRED SILVERMAN
Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of SILVERMAN PRODUCTIONS II, INC., hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §607.0505.


FRED SILVERMAN,
Registered Agent

Dated: July 16, 1997.

FILED
JUL 16 1997
TALLAHASSEE, FLORIDA