

LAW OFFICES
GARY P. COHEN, P.A.

PD97000071258

BANK ATLANTIC BUILDING
FOURTH FLOOR
48 SOUTHWEST FIRST STREET
MIAMI, FLORIDA 33130-1807
—
TELEPHONE (305) 372-8844
FAX (305) 358-5202

July 3, 1997

Secretary of State
P.O. Box 6327
Tallahassee, Florida 32314

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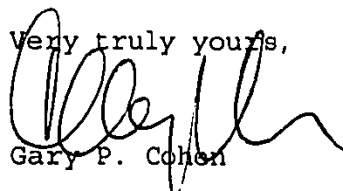
RE: American Entertainment Industries, Inc.

Dear Sir/Madam:

Enclosed please find the original Articles of Incorporation of the above referenced corporation, along with check in the amount of \$122.50 to cover filing fee.

Should you have any questions, please do not hesitate to contact me.

Very truly yours,


Gary P. Cohen

GPC/jdr
Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 AUG 15 AM 10:44

D. BROWN AUG 18 1997

ARTICLES OF INCORPORATION
OF
AMERICAN ENTERTAINMENT INDUSTRIES, INC

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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ARTICLE I.

The name of this corporation is AMERICAN ENTERTAINMENT INDUSTRIES, INC.

ARTICLE II.

This corporation shall have perpetual existence, unless sooner dissolved according to law.

ARTICLE III.

This corporation is organized for the following purpose: To engage in the transaction of any and all lawful business whatsoever.

ARTICLE IV.

This corporation is authorized to issue One Thousand (1,000) shares of One Dollar (\$1.00) par value common stock.

ARTICLE V.

The street address of the initial registered office of this corporation and the principal address is 46 S. W. First Street, Suite 400, Miami, Florida 33130, and the name of the initial registered agent of this corporation at that address is GARY P. COHEN.

ARTICLE VI.

This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by the By-Laws, but shall never be less than one. The name and address of the initial director of this corporation and of the corporation is:

CATHERINE GRODY
500 N. E. 14th Street
Boca Raton, FL 33432

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ARTICLE VII.

The name and address of the person signing these articles is
GARY P. COHEN, 46 S. W. First Street, Suite 400, Miami, Florida,
33130.

ARTICLE VIII.

The power to adopt, alter, amend or repeal By-Laws shall be
vested in the Board of Directors.

ARTICLE IX.

This corporation shall have all the corporate powers
enumerated in the Florida General Corporation Act.

ARTICLE X.

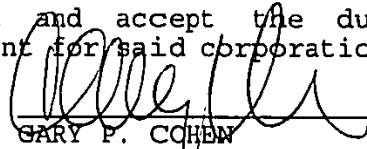
The corporation shall indemnify any officer or director, or
any former officer or director, to the full extent permitted by
law.

ARTICLE XI.

This 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 3rd day of July, 1997.

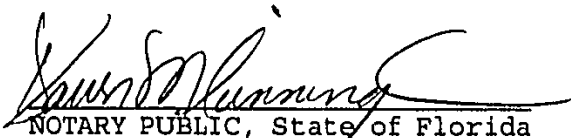
I AM HEREBY familiar with and accept the duties and
responsibilities as registered agent for said corporation.



GARY P. COHEN
Subscriber and Registered Agent

STATE OF FLORIDA)
 SS.
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 3rd
day of July, 1997, by GARY P. COHEN, who is personally known to me
~~or who has produced~~ _____ as
identification.



NOTARY PUBLIC, State of Florida
at Large

Print Name: Cunningham

My Commission Expires:

