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A PROFESSIONAL ASSOCIATION
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GEORGE J. BAYA
(1900-1995)

ALSO ADMITTED IN THE
DISTRICT OF COLUMBIA

August 17, 1997

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

700002273687--3
-08/21/97--01072--004
***131.25 ***131.25

Re: **Incorporation of Key East
Production Company, Inc.**

Dear Sir or Madam:

Please find enclosed an executed original Articles of Incorporation for the above referenced corporation, a copy thereof, and a check in the amount of \$131.25, representing the following:

Incorporation fee:	\$ 70.00
Certificate of Status	8.75
1 Certified copy (@ 52.50 ea.)	<u>52.50</u>

Total..... \$131.25

Please file the original, and certify and return the copy of the Articles of Incorporation to the undersigned in the enclosed stamped and self-addressed envelope.

AUG 22

BSB

Very truly yours,

RICHARD H. HUNT & ASSOCIATES
a Professional Association

Robert S. Williams
Robert S. Williams

RSW/Arrow B Ranch
Enclosures

LAWPASECSTATE.LTR

FILED
AUG 21 AM 10:18
DIVISION OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
KEY EAST PRODUCTIONS, INC.**

FILED
97 AUG 21 AM 10:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE I - NAME

The name of the corporation shall be Key East Productions, Inc.

ARTICLE II - PURPOSE

This corporation is organized for the general purpose of transacting all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

ARTICLE III - PRINCIPAL OFFICE

The street and mailing address of the initial principle place of business of this corporation shall be:

Key East Productions, Inc.
520 Brickell Key Drive, Suite 1105
Miami, Florida 33131

ARTICLE IV - CAPITAL STOCK

The number of shares of stock that this corporation is authorized to issue and have outstanding at any one time is 500 shares of common stock, each share having a par value of One Dollar (\$1.00).

ARTICLE V - INITIAL REGISTERED AGENT AND ADDRESS

The street address of the initial registered office of the corporation, and the name of the registered agent at that office, are as follows:

Mark Hunt
520 Brickell Key Drive, Suite 1105
Miami, Florida 33131

ARTICLE VI - INCORPORATOR

The name and street address of the incorporators of this corporation are:

Mark Hunt
520 Brickell Key Drive, Suite 1105
Miami, Florida 33131

Mark Moormann
5306 Cleveland Street
Hollywood, Florida 33021

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The initial board of directors shall consist of two (2) members. The names and addresses of the persons who will serve on the initial board of directors are:

Name	Address
Mark Hunt	520 Brickell Key Dr. Suite 1105 Miami, FL 33131
Mark Moormann	5306 Cleveland Street Hollywood, Florida 33021

ARTICLE VII - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors of the corporation.

ARTICLE VII - AMENDMENT

These Articles of Incorporation may be amended at any time by a vote of the majority of the voting stock of the corporation outstanding at any regular meeting of the stockholders or at any special meeting of the stockholders called for that expressed purpose.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 15th day of August, 1997.

Mark Hunt
Incorporator

Mark Moorman
Incorporator

STATE OF FLORIDA)
) ss:
COUNTY OF DADE)

Before me, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared MARK HUNT and MARK MOORMAN, known to me to be the persons who executed the foregoing articles of incorporation, and acknowledged before me that they executed the same for the purposes therein stated.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 15th day of August, 1997.

Notary Public, State of
Florida at Large

My Commission expires:



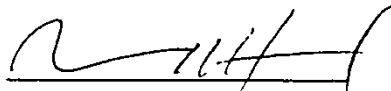
HAROLD PORCELAN
My Commission C0332621
Expires Dec. 23, 1997
Bonded by ANB
800-852-8078

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT AND REGISTERED OFFICE**

Pursuant to the provisions of § 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement to designate the registered agent and registered office, in the State of Florida.

1. The name of the corporation is Key East Productions, Inc.
2. The name and address of the registered agent and office is:

Mark Hunt
520 Brickell Key Drive
Suite 1105
Miami, Florida 33131



Mark Hunt
Incorporator of
Key East Production, Inc.

Date: 8/15/97

FILED
97 AUG 21 AM 10:18
TALLAHASSEE, FLORIDA

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.



Mark Hunt
Registered Agent
Key East Productions, Inc.

Date: 8/15/97