



THE UNITED STATES
CORPORATION
COMPANY

P97000075386

ACCOUNT NO. : 072100000032

REFERENCE : 513781 80690A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : August 29, 1997

ORDER TIME : 10:29 AM

ORDER NO. : 513781-005

CUSTOMER NO: 80690A

CUSTOMER: Robert G. Breier, Esq
BREIER AND SEIF, P.A.

Gables Tower One, Suite 830
1320 South Dixie Highway
Coral Gables, FL 33146-2986

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-08/29/97--01079--025
****122.50 ****122.50

DOMESTIC FILING

NAME: ASTRO STAR SOUTHBEACH CORP.

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: James Guy

EXAMINER'S INITIALS:

FILED
97 AUG 29 PM 2:45
STATE
TALLAHASSEE FLORIDA

SN AUG 29 1997

8 9

LAW OFFICES
BREIER AND SEIF, P.A.

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WEST PALM BEACH OFFICE
250 AUSTRALIAN AVENUE SOUTH
WEST PALM BEACH, FL 33401-5012
TELEPHONE (407) 659-7005
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August 28, 1997

Division of Corporations
409 E. Gaines Street
Old Jail
Tallahassee, Florida 32399

Dear Sir:

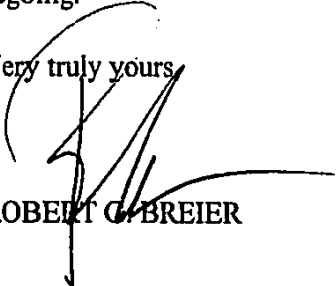
Enclosed herewith is the proposed Articles of Incorporation for Astro Star Southbeach Corp. together with a check in the amount of \$122.50 in payment of the requisite fee.

Upon approval, kindly return a certified copy of the said Charter to me, a photostatic copy of which is enclosed for said purpose.

Also attached is a Certificate filed in compliance with Section 48.091 of the Florida Statutes.

Thank you for your early attention to the foregoing.

Very truly yours,


ROBERT G. BREIER

RGB:mr
Enclosures
Check \$122.50

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SEAL STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
ASTRO STAR SOUTHBEACH CORP.

ARTICLE I - NAME

The name of this corporation is:

ASTRO STAR SOUTHBEACH CORP.

ARTICLE II - PURPOSE

This corporation is organized for the following purposes:

- (a) To invest, produce and distribute movies, records and other entertainment vehicles.

(b) To purchase, lease, exchange, hire, or otherwise acquire lands or any interest therein, wherever situated; to erect, construct, rebuild, enlarge, alter, improve, maintain, manage, and operate any lands owned or leased by the corporation, or upon any other, houses, structures, buildings, or other works of any description on lands; to sell, lease, sublet, mortgage, exchange, or otherwise dispose of any lands or any interest therein, or any houses, structures, buildings, or other works owned, leased, managed or controlled by the corporation; to engage generally in the real estate business, as principal, agent, broker, or otherwise, and generally to buy, sell, lease, mortgage, exchange, manage, operate, and deal in lands or interests in lands, houses, structures, buildings, or other works; and to purchase, acquire, hold, exchange, pledge, hypothecate, sell, deal in, deal with, and dispose of tax liens, transfers of tax liens, and other interests in real estate.

(c) To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required.

(d) To purchase the corporate assets of any other corporation and engage in the same or other character of business.

(e) To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds,

securities, or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government, and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

(f) To exercise all powers convenient, incident to, or necessary in the proper conduct of its business, which are granted to corporations for profit under the laws of the State of Florida either by the terms of this charter or by virtue of the laws of the State of Florida.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having a nominal or par value of \$1.00 per share; all shares shall be paid in lawful money of the United States of America or in property, labor or services; where said stock is paid for by property, labor or services, the just value thereof shall be fixed by the Board of Directors of the corporation in the manner provided for by the laws of the State of Florida.

ARTICLE IV - DURATION

This corporation is to exist perpetually.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1320 South Dixie Highway, Suite 830, Coral Gables, Florida 33146, and the name of the initial registered agent of this corporation at that address is ROBERT G. BREIER:

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either 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 is:

ROBERT G. BREIER
1320 South Dixie Highway - Suite 830
Coral Gables, Florida 33146

ARTICLE VIII - INCORPORATOR

The name and address of the Incorporator is:

ROBERT G. BREIER
1320 South Dixie Highway - Suite 830
Coral Gables, Florida 33146

ARTICLE IX - AMENDMENT

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.

ARTICLE X - INITIAL CORPORATION ADDRESS

The initial office address of the corporation is:

1320 South Dixie Highway, Suite 830
Coral Gables, Florida 33146

ARTICLE XI - INDEMNIFICATION

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 ~~subscriber~~ has executed these Articles of Incorporation this 14 day of August, 1997.



ROBERT G. BREIER, Subscriber

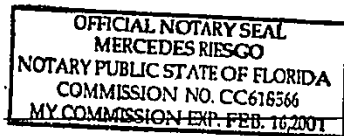
STATE OF FLORIDA)
)
COUNTY OF DADE)

Before me, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared, ROBERT G. BREIER, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 78th day of August, 1997.

Mercedes Riesgo
NOTARY PUBLIC, State of Florida at Large
Printed Name
Of Notary: MERCEDES RIESGO

My Commission Expires:



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

By: [Signature]

KAClients.A-DASTRO.STAVAGREEMTSART-INC.FRM

-Page 6 of 6-

FILED
97 AUG 29 PM 2:45
TALLAHASSEE, FLORIDA
STATE

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

IN PURSUANCE OF CHAPTER 48.091, FLORIDA STATUTES, the following is submitted,
in compliance with said Act:

FIRST - That Astro Star Southbeach Corp. qualified to do business under the laws of the State
of Florida with its principal office at 1320 South Dixie Highway, Suite 830, County of Dade,
State of Florida, has appointed ROBERT G. BREIER, located at 1320 South Dixie Highway,
Suite 830, City of Coral Gables, County of Dade, State of Florida, as its agent to accept Service
of Process within this State.

ACKNOWLEDGMENT
(must be signed by Designated Agent)

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

By: 

REGISTERED AGENT

FILED
27 AUG 29 PM 2:45
DEPT. OF STATE
TALLAHASSEE, FLORIDA