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USA Entertainment, Anc. 647 E. Dania Beach Blud. Dania, FL 33004

City/State/2	Lip Phone #		Office Use Only
CORPORATION 1	NAME(S) & DOCUME	T NUMBER(S), ((if known):
1(Corpu	oration Name)	(Document #)	
2(Corpo		(Document #)	
	oration Name)	(Document #)	
	oration Name)	(Document #)	
□ Walk in	Pick up time	□ co	ertified Copy
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NEWFILINGS	AMENDMENTS		
Profit	Amendment		
NonProfit	Resignation of R.A., Of	ficer/Director	5000002299885 5
Limited Liability	Change of Registered A	gent	5000022998855 -09/22/9701126011 *****70.00 ******70.00
Domestication	Dissolution/Withdrawa	1	
Other	Merger		97 SEC
Annual Report Fictitious Name Name Reservation	REGISTRATION OF THE PROPERTY O	ON/	FILED 7 SEP 22 PN 2: 20 ECRETARY OF STATE LLAMASSEE, FLORIDA
	Trademark		tons a second
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Examiner's Initials

CR2E031(1/95)

ARTICLES OF INCORPORATION

OF

USA ENTERTAINMENT, INC.

ARTICLE I - NAME and PRINCIPAL PLACE OF BUSINESS

The name of this corporation is **USA ENTERTAINMENT, INC.**, and its principal place of business shall be located at 647 E. Dania Beach Blvd., Dania, Florida 33004.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of this filing of these Articles of Incorporation with the Department of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue One Thousand (1,000) shares of common stock at One Dollar (\$1.00) par value, which shall be designed as "Common Shares".

ARTICLE V - PRE-EMPTIVE RIGHTS

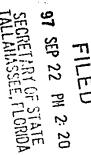
Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office address of this corporation is 647 E. Dania Beach Blvd., Dania, Florida 33004, and the name of the initial registered agent of this corporation at that address is GREG KARAN.

ARTICLE VII - DIRECTORS

Initially, this corporation shall have one (1) Director who shall serve until their successor shall be elected/appointed at the first meeting of the stockholders and thereafter this corporation shall have no less than one (1) Director constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time by the Bylaws. The name and address of the initial Director is as follows:



NAME

ADDRESS

GREG KARAN

647 E. Dania Beach Blvd. Dania, Florida 33004

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ARTICLE VIII - OFFICERS

The initial officers of the corporation shall be elected at the first meeting of the directors and shall serve until their successors shall be elected or appointed.

ARTICLE IX - INCORPORATOR

The name and address of the Incorporator signing these articles is:

NAME

ADDRESS

GREG KARAN

647 E. Dania Beach Blvd. Dania, Florida 33004

ARTICLE X - INDEMNIFICATION

The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law. No Officer or Director shall be personally liable for monetary damages to the corporation or any other person for any statement, vote, decision, or failure to act, regarding corporate managment or policy, unless that Officer or Director breached or failed to perform his duties as an Officer or Director as provided 607.0831, Florida Statutes (1990).

ARTICLE XI - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation. Articles may be amended at any time by a majority vote of the shareholders.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on the date of signing.

Dated: 9-18 1997

By: GREG KARAN, Incorporator

CERTIFICATE DESIGNATING PLACE AND NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Section 48.091, Florida Statutes, the following is submitted:

First, that USA ENTERTAINMENT, INC., desiring to organize or qualify under the laws of the State of Florida, has named GREG KARAN at 647 E. Dania Beach Blvd., Dania, Florida 33004, as its agent to accept service of process within Florida.

Dated:

19

GREG KARAN, Registered Agent

ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT

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 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.

Dated: 9-1

1997

Rv

REG KARAN, Registered Agent

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