

P 97 0000 85490

WALTER B. LEBOWITZ
12555 Biscayne Blvd, Suite 924
MIAMI, FLORIDA 33181
Phone (305) 893-0000
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FILED
OCT -2 AM 10:52
TALLAHASSEE, FLORIDA

September 30, 1997

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

100002309741---2
-10/02/97--01045--003
*****70.00 *****70.00

Re: A BEAUTIFUL ACT, INC.

Gentleman:

Enclosed please find my Check in the sum of \$70.00 for payment of the filing fee and registered agent's fee for the above new corporation.

Please mail me the enclosed copy after you stamp and date the same showing when it was filed for record.

If you have any question regarding the above, please call me at (305) 893-0000.

I will accept a collect call if necessary.

Thank you for your cooperation.

Yours very truly,


Walter B. Lebowitz

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F. CHANDLER OCT 2 1997

ARTICLES OF INCORPORATION OF

A BEAUTIFUL ACT, INC.

ARTICLE I - NAME

The name of this Corporation is: A BEAUTIFUL ACT, INC.

ARTICLE II - DURATION

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

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and/or all lawful business, especially in the ENTERTAINMENT, PRODUCTION, DISTRIBUTION AND MARKETING OF MOVIES, TELEVISION, PRINT WORK AND RELATED MERCHANDISE.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1,000,000 shares of common stock, at one cent (\$0.01) per value, per share.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial, principal and registered office of this corporation is, c/o, WALTER B. LEBOWITZ, 12555 Biscayne Blvd, Suite 924 Miami, Florida 33181 and the name of the initial registered agent of this corporation at that address is Walter B. Lebowitz.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have 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 By Laws.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The names and addresses of the initial Board of Directors of this corporation are:

NAME	ADDRESS
Alex Sadlofsky, 1880 N. W. 2ns Ave, Suite 115A, Miami FL 33169 President - Director	

ARTICLE VII - INCORPORATORS

The name and address of each person signing these Articles is:

NAME	ADDRESS
WALTER B. LEBOWITZ, 12555 Biscayne Blvd, Ste 924 Miami, FL 33181	

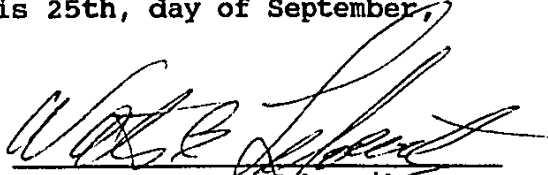
ARTICLE VIII - INDEMNIFICATION

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

ARTICLE IX - 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.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 25th, day of September, 1997.

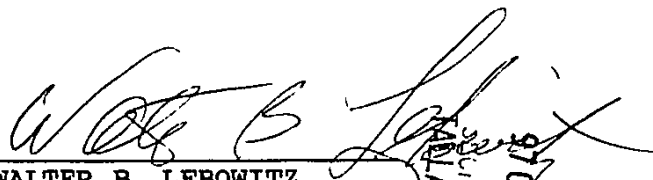

Subscriber

C:corporat.Beaut

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

WALTER B. LEBOWITZ HAVING A BUSINESS OFFICE at 12555 Biscayne Blvd., Suite 924, Miami, FL 331381 and, having been designated as the Registered Agent in the above and foregoing Articles, and to accept service of process for the said corporation, is familiar with the obligations of the position of Registered Agent under Section 617.0501, Florida Statutes.

I accept the appointment as registered agent and agree to act in this capacity.


WALTER B. LEBOWITZ

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CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA