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ACCOUNT NO. : 072100000032

REFERENCE : 546005 7109489

AUTHORIZATION :

*Patricia Pizitz*

COST LIMIT : \$ 70.00

ORDER DATE : September 26, 1997

ORDER TIME : 1:06 PM

ORDER NO. : 546005-005

300002321393--4

CUSTOMER NO: 7109489

CUSTOMER: Mr. Bill Borkan  
MR. BILL BORKAN

Suite 502  
12000 Biscayne Boulevard  
North Miami, FL 33181

DOMESTIC FILING

NAME: ASTRAL PROJECTIONS INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

FILED  
97 OCT 15 AM 9:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
97 OCT 15 PM 3:58  
DIVISION OF CORPORATION

8N OCT 16 1997

ARTICLES OF INCORPORATION  
OF  
ASTRAL PROJECTIONS INC.

FILED  
97 OCT 15 AM 9:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

ASTRAL PROJECTIONS INC.

The address of the principal office of this corporation shall be 12000 Biscayne Boulevard, Suite 502, Miami, Florida 33181, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

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 no par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 12000 Biscayne Boulevard, Suite 502, Miami, Florida 33181, and the name of the initial registered agent of the corporation at that address is Bill Borkan.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one Director, initially. The names and addresses of the initial members of the Board of Directors are:

Dorothy Tanner  
Dir.

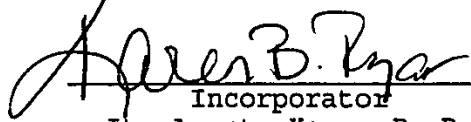
3017 Northwest 60th Street  
Ft. Lauderdale, Florida 33309

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to  
these Articles of Incorporation:

Corporate Agents, Inc.  
1201 Hays Street  
Tallahassee, Florida 32301

The undersigned incorporator has executed these  
Articles of Incorporation on October 14, 1997.

  
\_\_\_\_\_  
Incorporator  
Its Agent, Karen B. Rozar

LH/DEBORAH SCHRODER

ACCEPTANCE OF REGISTERED AGENT  
DESIGNATED IN THE ARTICLES OF INCORPORATION

Bill Borkan, an individual residing in this state, having a business office identical with the registered office of the corporation named below, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation of:

ASTRAL PROJECTIONS INC.

Bill Borkan is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

By: Bill Borkan

Typed Name: Bill Borkan

97 OCT 15 AM 9:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED