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10/21/97

FLORIDA DIVISION OF CORPORATIONS
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((H97000017458 5))

TO: DIVISION OF CORPORATIONS

FAX #: (850) 922-4001

FROM: FAS-Y CORP. AGENTS, INC.
CONTACT: LIDIA FERNANDEZ
PHONE: (305) 599-0839

ACCT#: 071001002335

FAX #: (305) 716-0346

NAME: PRODUCCIONES ELLA Y EL, INC.

AUDIT NUMBER.....H97000017458

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

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AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

Translation:

HER AND HIM PRODUCTIONS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. McNelly OCT 21 1997

ARTICLES OF INCORPORATION
OF
PRODUCCIONES ELLA Y EL, INC.

WE, the undersigned, in order to form a corporation for the purpose hereinafter stated, under and pursuant to the corporation laws of the State of Florida and the acts amandatory thereof and supplemental thereto, do hereby certify as follows:

ARTICLE I

The name of the Corporation shall be:

PRODUCCIONES ELLA Y EL, INC.
4650 N.W. 79th Avenue
Suite 1 F
Miami, FL 33166

ARTICLE II

The Corporation shall have perpetual existence, unless sooner dissolved according to law.

ARTICLE III

The Corporation shall be organized for the following purposes:

A) To engage in the public relations, production and selling of radio and television programs. To carry on the business of radio and television broadcasting and network broadcasting of all types and to carry on all other businesses incident thereto or connected therewith.

YADIRA CLEMENTINA MOREL, Esq.
780 N.W. 42nd Avenue, #521
Miami, FL 33155
(305)448-0012

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TALLAHASSEE, FLORIDA

B) To engage in the manufacture, sale, purchase, holding, importing and exporting of merchandise and personal property of all manner and description; to act as principals of agents for the purchase, sale and handling of goods, wares, and merchandise of any and all types and descriptions for the account of the Corporation, or as factor, agent, procurer or otherwise for and on behalf of another;

C) To manufacture, purchase or otherwise acquire, own, mortgage, pledge, sell, assign and transfer or otherwise dispose of, and to invest, trade, deal in and deal with, goods, wares, merchandise and real and personal property (tangible or intangible) of every class, kind and description;

D) To contract debts and borrow money, to issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness as required;

E) To purchase the corporate assets of any other corporation and engage in the same or other character of business;

F) To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge, or otherwise acquire or dispose of the shares of the capital stock, or any bonds, securities, or other evidences of indebtedness created or issued by any other person, firm, association or corporation, or by any state or government, domestic or foreign, and while owner thereof to exercise all the rights, powers and privileges of ownership, including the right to vote stock;

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G) To enter into, make and perform contracts of every kind with any person, firm, association or corporation, municipality, political body, country, territory, state, government or colony or dependency or agency thereof;

H) To purchase, hold and reissue any of the shares of its capital stock;

I) In general, to do each and everything necessary, suitable and proper for the accomplishment of any of the purpose or the attainment of any of the objects of the furtherance of any of the powers herein above set forth, either alone or in association with other corporations, firm, or individuals, and to carry on any business, and to have all powers in connection therewith, not forbidden by the laws of the State of Florida, and to do every other act of acts, thing or things incidental or appurtenant to or growing out of or connected with the aforesaid objects or purposes or any part or parts thereof.

J) To have and exercise all powers granted corporations under the laws of the State of Florida or any amendments thereof.

ARTICLE IV

The maximum number of shares of capital stock which this Corporation ~~shall~~ be authorized to have outstanding at any time shall be FIVE HUNDRED (500) shares of common stock, each share having the par value of ONE DOLLAR (\$1.00) all of which shall be of the same class and have the same distinguishing characteristics.

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ARTICLE V

The amount of capital with which this Corporation shall commence business shall not be less than FIVE HUNDRED DOLLARS (\$500.00).

ARTICLE VI

The names and post offices addresses of the first Board of Directors of this Corporation, who shall hold office until their successors are elected are as follows:

<u>NAME</u>	<u>ADDRESS</u>
MAXIMO CABRAL	4650 N.W. 79th Avenue, Suite 1F Miami, FL 33166

** This corporation shall have a minimum of one director.

ARTICLE VII

The names and post office addresses of the subscribers to these Articles of Incorporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
MAXIMO CABRAL	4650 N.W. 79th Avenue, Suite 1F Miami, FL 33166

ARTICLE VIII

The street address of the initial registered office of this corporation is 4650 N.W. 79th Avenue, #1F, Miami, Florida, 33166, and the name of the initial registered resident agent of this corporation at the address is MAXIMO CABRAL.

ARTICLE IX

The power to adopt, alter, amend or repeal the By-laws shall be vested in the Board of directors. The affair of the Corporation shall be managed by the Board of Directors in accordance with the By-laws which may be adopted from time to time.

ARTICLE X

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved at a Stockholder's Meeting by a majority of the stock entitled to vote thereon.

ARTICLE XI

Every stockholder, 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 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 XII

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

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IN WITNESS WHEREOF, the undersigned subscriber has executed
the Articles of Incorporation this 20th day of October,
1997.


MAXIMO CABRAL

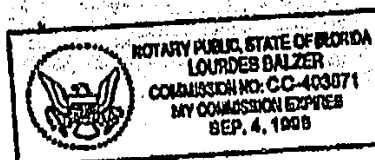
STATE OF FLORIDA }
COUNTY OF DADE } SS

BEFORE ME, a notary public authorized to take acknowledgments
in the State and County set forth above, personally appeared MAXIMO
CABRAL, 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 the same for the purpose therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my
official seal, in the State and County aforesaid, this 20th
day of October, 1997.


NOTARY PUBLIC, STATE OF FLORIDA
AT LARGE

MY COMMISSION EXPIRES:



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is

PRODUCCIONES ELLA Y EL, INC.
4650 N.W. 79th Avenue
Suite 1F
Miami, FL 33166

2. The name and address of the registered agent and office is:

MAXIMO CABRAL
4650 N.W. 79th Avenue
Suite 1F
Miami, Florida 33166

Signature: _____

MAXIMO CABRAL

Title: _____

Registered Agent

Date: _____

Oct 20, 1997

HAVING BEEN NAMED 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, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

Signature: _____

MAXIMO CABRAL

Date: _____

Oct 20, 1997

H97000017458

Transmittal Letter

SEPTEMBER 29, 1997

Department of State
Division of Corporations
P.O. BOX 6327
TALLAHASSEE, FL. 32314

Dear Sir:

Enclosed please find Articles of Incorporation and the Designation and Acceptance of Registered Agent for filing, together with our check in the amount of \$ 70.00 to cover the filing fee, designation of registered agent, and charter tax.

I have also enclosed an additional copy of the Articles of Incorporation. Please return this to me with the filing date stamped on it.

Sincerely,

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*****70.00 *****70.00

Bailey C. Green

Enclosures

509-
W97-23259

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DIVISION OF CORPORATIONS
97 OCT 21 PM 3:01

10/21/97



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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October 10, 1997

S & B SYSTEMS INC.
6513 BIMINI COURT
APOLLO BEACH, FL 33572

SUBJECT: S & B SYSTEMS INC.
Ref. Number: W97000023259

We have received your document for **S & B SYSTEMS INC.** However, the document has not been filed and is being returned for the following:

The name of the entity must be identical throughout the document.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 797A00049876

S & B Systems, Inc.
6513 Bimini Court
Apollo Beach, Florida 33572
(813) 645-5141

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT 21 PM 3:01

October 18, 1997

Ms. Claretha Golden
Document Specialist
Division of Corporations
Florida Department of State
P. O. Box 6327
Tallahassee, Florida 32314

SUBJECT: S & B SYSTEMS, INC.
Ref. Number: W97000023259
Re: Letter Number 797A00049876

Dear Ms. Golden:

Please accept my resubmission of the Articles of Incorporation. I have corrected them in accordance to your letter and our telephone conversation.

Thanking you in advance, I am

Sincerely,

Bailey C. Green
Bailey C. Green

Articles of Incorporation

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DIVISION OF CORPORATIONS
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1. The name of the corporation shall be: S & B Systems, Inc.
2. The principal place of business and mailing address of the corporation is:

6513 Bimini Court
Apollo Beach, Florida 33572
3. The corporation shall have the authority to issue one thousand shares of stock.


4. The registered agent of the corporation is Bailey C. Green and the registered street address is 6513 Bimini Court, Apollo Beach, Florida 33572.

5. The initial Board of Directors shall have 3 members whose names and addresses are as follows: Bailey C. Green, 6513 Bimini Court, Apollo Beach, Florida 33572; Susan B. Green, 6513 Bimini Court, Apollo Beach, Florida 33572; and David C. Green, 6513 Bimini Court, Apollo Beach, Florida 33572.

The number of directors may be raised or lowered by amendment of the bylaws of the corporation but shall in no case be less than one.


6. The incorporator of this corporation is Bailey C. Green whose street address is 6513 Bimini Court, Apollo Beach, Florida 33572.

Dated: September 29, 1997


Bailey C. Green
Incorporator

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 am familiar with and accept the obligations of my position as registered agent.

Dated: September 29, 1997


Bailey C. Green
Registered Agent