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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. VAGABOND PRODUCTIONS INC
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
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<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
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<input type="checkbox"/>	Limited Partnership
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<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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11/3/97

ARTICLES OF INCORPORATION
OF
VAGABOND PRODUCTIONS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, hereby make, subscribe, acknowledge, and file these Articles of Incorporation for the purpose of forming a new corporation under the laws of the State of Florida.

ARTICLE I - IDENTIFICATION

The name of this corporation shall be VAGABOND PRODUCTIONS, INC. and its principal place of business shall be 701 Brickell Avenue, Suite 1200, Miami, Florida 33131.

ARTICLE II - DURATION

This corporation shall have perpetual existence; which shall commence on the date of the filing of these Articles with the Florida Secretary of State.

ARTICLE III - PURPOSES

The corporation may engage in any activity or business permitted by the laws of the United States, and of the State of Florida.

ARTICLE IV - AUTHORIZED SHARES

The capital stock of this corporation shall consist of 10,000 Shares of Common Stock with a par value of One Dollar each, all or part of said stock to be issued from time to time as may be determined by the Board of Directors. There shall be no preemptive rights granted to the stockholders with respect to the shares of

the corporation. On dissolution or liquidation of the corporation, holders of the stock shall be entitled to distribution ratably as their holdings may appear upon the stock records of the corporation.

ARTICLE V - REGISTERED AGENT AND OFFICE

The initial registered agent of this corporation and his address are as follows: Jefferson P. Knight, 701 Brickell Avenue, Suite 1200, Miami, Florida 33131.

ARTICLE VI - BOARD OF DIRECTORS

(A) The number of Directors of this corporation shall not be less than one (1) nor more than seven (7). The By-Laws of the Corporation may provide for an increase in the number of Directors.

(B) The corporation shall initially have one (1) director. The name and address of the initial Director are as follows: Jefferson P. Knight, 701 Brickell Avenue, Suite 1200, Miami, Florida 33131.

ARTICLE VII - INCORPORATOR

The name and address of the Incorporator of these Articles of Incorporation is as follows: Jefferson P. Knight, 701 Brickell Avenue, Suite 1200, Miami, Florida 33131.

ARTICLE VIII - ADDITIONAL PROVISIONS

The following additional provisions for the regulation of the Corporation's business, and for the conduct of the affairs of the Corporation, and for the creation, allocation, limitation, and regulation of the powers of the corporation, its stockholders, and Directors, are hereby adopted as a part of these Articles of Incorporation:

(A) The Board of Directors from time to time shall determine whether and to what extent, and at what times and places, and under what conditions and regulations, the accounts and books of the corporation shall be opened to the inspection of the stockholders, and no stockholder shall have the right to inspect any account or document of the corporation except as conferred by a statute or authorized by the Board of Directors or by resolution of the stockholders.

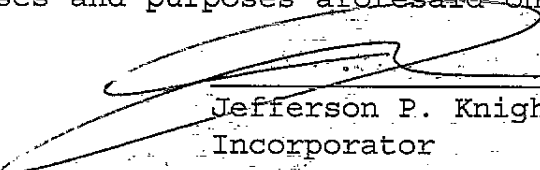
(B) No person shall be required to own, hold, or control stock in the corporation as a condition precedent to serving as a Director or holding an office in this Corporation.

(C) Except as otherwise provided by law, the Directors may prescribe a method or methods for replacement of lost certificates, and may prescribe reasonable conditions by way of security upon the issuance of new certificates therefor.

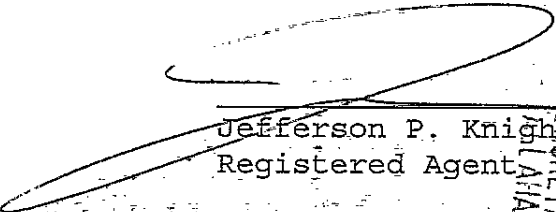
(D) This Corporation shall indemnify any officer or Director, and any former officer or Director, to the full extent provided and permitted by law. This corporation may provide such indemnification, or a portion thereof, through the purchase of insurance.

(E) The power to adopt, alter, and repeal By-laws shall be in the Board of Directors of the corporation, or in the stockholders. By-laws adopted by the Board of Directors may be altered or repealed by the stockholders and vice versa, except that the stockholders may prescribe in any By-law made by them that such By-law shall not be altered, amended, or repealed by the Board of Directors.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation at Miami, Dade County, Florida, for the uses and purposes aforesaid on this 31st day of October, 1997.


Jefferson P. Knight
Incorporator

Having been named as registered agent for the above-stated corporation, 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 607.0505, Florida Statutes (1995).


Jefferson P. Knight
Registered Agent

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TALLAHASSEE, FLORIDA