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LAZ OFFICES
OUGHTERSON, OUGHTERSON, PREWITT & SUNDHEIM, P. A.

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WM. A. OUGHTERSON
JOHN E. PREWITT
FREDERICK G. SUNDHEIM, JR.

T. T. OUGHTERSON
(1904-1983)

FAX (561) 287-0422

December 2, 1997

Division of Corporations
Secretary of State
Post Office Box 6327
Tallahassee, Florida 32314

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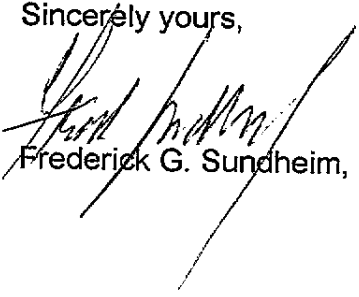
RE: Light Spectrum Productions, Inc.
Light Prism Productions, Inc.
Prismatic Productions, Inc.

Dear Sirs:

I have enclosed a check in the amount of \$122.50 to cover your filing fee and obtaining a certified copy of the enclosed Articles of Incorporation to the above-captioned corporations. Since we cannot reserve a name through the state, please choose one of the above names for the corporation that may be available.

Once the Articles has been filed, please return same to my office in the enclosed self addressed stamped envelope.

Sincerely yours,


Frederick G. Sundheim, Jr.

FGS:sn
P-323A
Encls.

Dmc
12/9/97

FILED
97 DEC -8 PM 2:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED P-

ARTICLES OF INCORPORATION

97 DEC -8 PM 2:42

OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LIGHT SPECTRUM PRODUCTIONS, INC.

ARTICLE I. NAME

The name of this corporation shall be LIGHT SPECTRUM PRODUCTIONS, INC.

ARTICLE II. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE III. NATURE OF BUSINESS

The general nature of the businesses to be transacted by this corporation to own operate and manage a production company for the production of performing arts programs and any other lawful business.

ARTICLE IV. 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 without nominal or par value. One share having a nominal or par value of One dollar per share.

ARTICLE V. PRINCIPAL AND REGISTERED OFFICE

The street address of the principal office of this corporation in the State of Florida is 16631 80th St. N., Loxahatchee, Florida 33470. The street address of the initial registered office of this corporation in the State of Florida is 16631 80th St. N., Loxahatchee, Florida, 33470, Palm Beach County, Florida. The name of the initial registered agent at such address is LAURA PYNE.

**ARTICLE VI
MANAGEMENT BY SHAREHOLDERS**

The business of the corporation shall be managed by the shareholders of the corporation. There will be no directors.

ARTICLE VII. INCORPORATORS

The names and street addresses of the officers of these Articles of Incorporation are:

Name	Address	Office
LAURA PYNE	16631 80th St. N. Loxahatchee, FL 33470	P/VP/Sec/Treasurer

ARTICLE VIII. BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Shareholders.

ARTICLE IX. AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved (by the board of directors, proposed by them to the shareholders and approved) at a shareholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all of the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

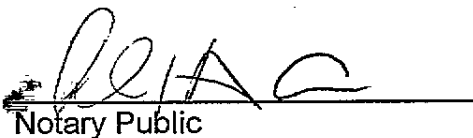
ARTICLE X. PREEMPTIVE RIGHTS

Upon the sale of any unissued or treasury shares of the corporation, each shareholder shall have the preemptive right to purchase his prorata share thereof at the price at which it is offered to others. This preemptive right is limited to the extent that no fractional shares will be issued or sold.



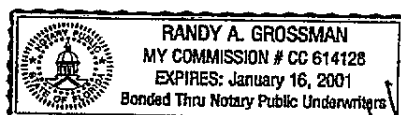
STATE OF FLORIDA
COUNTY OF MARTIN

The foregoing instrument was acknowledged before me this 1 day of ~~November~~, 1997, by LAURA PYNE.
December

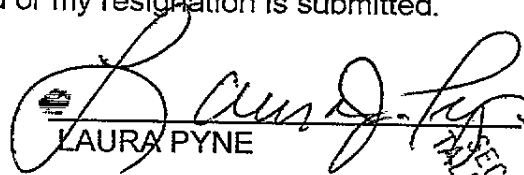


Notary Public

My Commission Expires: *JAN 16, 2001*



I, LAURA PYNE, having been designated to act as Registered Agent, hereby consent to act in that capacity until removed or my resignation is submitted.


LAURA PYNE

FILED
DEC - 8 PM 2:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA