

P98000000471

SPOTLITE BRAND HOLDINGS
2600 S.W. 23rd Street
Miami, Florida 33145

January 1, 1998

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

Ladies and Gentlemen:

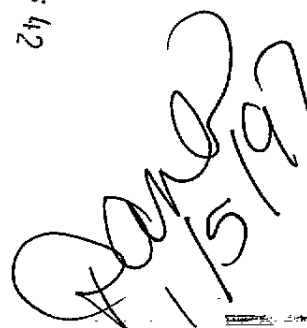
Enclosed, please find the Articles of Incorporation of Spotlite Brand Holdings, Inc., and a check in the amount of \$122.50 to cover filing fees and a certified copy of the Articles. Please return the certified copy to the address above. Should you have any questions, please call me at (305) 285-6926.

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Sincerely,


Christopher Nelson

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



**ARTICLES OF INCORPORATION OF
SPOTLITE BRAND HOLDINGS, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the Florida Business Corporation Act, the Articles of Incorporation of Spotlite Brand Holdings, Inc., a Florida corporation, shall read as follows:

**ARTICLE I
NAME**

The name of the corporation is Spotlite Brand Holdings, Inc. (the "Corporation").

**ARTICLE II
MAILING ADDRESS**

The mailing address of the Corporation is 2653 S.W. 23rd Street, Miami, Florida 33145, Attn: Christopher Nelson.

**ARTICLE III
CAPITAL STOCK**

The number of shares of stock that the Corporation is authorized to issue is One Hundred Thousand (100,000) shares of common stock, par value \$0.01 per share (the "Common Stock"). Each issued and outstanding share of Common Stock shall be entitled to one vote on each matter submitted to a vote at a meeting of the shareholders of the Corporation.

**ARTICLE IV
REGISTERED OFFICE AND AGENT**

The street address of the Corporation's registered office is 2653 S.W. 23rd Street, Miami, Florida 33145. The name of the Corporation's registered agent at that office is Christopher Nelson.

**ARTICLE V
INDEMNIFICATION**

The Corporation shall indemnify and may advance funds to its officers and directors to the fullest extent permitted by law in existence now or hereafter.

**ARTICLE VI
INCORPORATOR**

The name and street address of the Corporation's Incorporator is Christopher Nelson, 2653 S.W. 23rd Street, Miami, Florida 33145.

IN WITNESS WHEREOF, the undersigned Incorporator of the Corporation has executed these Articles of Incorporation this 1st day of January, 1998.

A handwritten signature in black ink, appearing to read "Chris Nelson", written over a horizontal line.

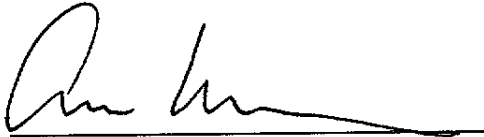
Christopher M. Nelson, Incorporator

**CERTIFICATE OF ACCEPTANCE BY
REGISTERED AGENT**

Pursuant to the provisions of Section 607.0501 of the Florida Business Corporation Act, the undersigned submits the following statement in accepting the designation as registered agent of Spotlite Brand Holdings, Inc., a Florida corporation (the "Corporation"), in the Corporation's Articles of Incorporation:

Having been named as registered agent to accept service of process for the Corporation at the registered office designated in the Corporation's Articles of Incorporation, the undersigned accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties and is familiar with and accepts the obligations of his position as registered agent.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this 1st day of January, 1998.


Christopher M. Nelson

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