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WALTON LANTAFF SCHROEDER & CARSON

ATTORNEYS AT LAW

(A PARTNERSHIP INCLUDING PROFESSIONAL CORPORATIONS)

MIAMI • CORAL GABLES • FORT LAUDERDALE • WEST PALM BEACH

SUITE 1101 GABLES INTERNATIONAL PLAZA

2655 LEJEUNE ROAD

CORAL GABLES, FLORIDA 33134

TELEPHONE (305) 379-6411

TELECOPIER (305) 446-9206

January 26, 1998

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32301

Re: Silent Partner Productions, Inc.
Articles of Incorporation
Our File No. 3011-28-3

FILED
98 JAN 28 PM 4:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Gentlemen:

On behalf of the above referenced corporation, I enclose herewith original and one (1) white copy of the executed, notarized Articles of Incorporation, together with our firm check in the amount of \$122.50.

Please cause the original copy of the Articles of Incorporation to be filed among the corporate records of the State of Florida. Please return the copy to the undersigned, together with your certificate that this is a certified copy of the original Articles of Incorporation.

The check enclosed herein is in payment of the following fees or charges:

Filing Fee	\$35.00	300002414573--9
Certified Copy Fee	52.50	-01/28/98--01059--004
Resident Agent Fee	35.00	****122.50 ****122.50
TOTAL	\$122.50	

Please note that in accordance with §607.0203, F.S., and Article XII of the Articles, the corporate existence will commence January 26, 1998 so long as these Articles are filed with the Secretary of State within five (5) business days of this date.

Thank you for your attention to this matter.

EFFECTIVE DATE

01-26-98

Very truly yours,

Charles P. Sacher

Charles P. Sacher

CPS:rbm
Enclosures
cc: Mr. Jeffrey B. Rabin

9/1-29-98

FILED
98 JAN 28 PM 4:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
SILENT PARTNER PRODUCTIONS, INC.

PREAMBLE

I, the undersigned, do hereby associate myself under the following Articles, for the purpose of forming a Corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of the Corporation shall be:

SILENT PARTNER PRODUCTIONS, INC.

EFFECTIVE DATE

01-26-98

ARTICLE II

PRINCIPAL OFFICE

The address of the Corporation shall be:

258 N.W. 1st Avenue
Florida City, Fl 33034

ARTICLE III

GENERAL NATURE OF BUSINESS

The general nature of the business to be transacted by this Corporation is:

(1) Engaging in the business of financing the production of theatrical works including films, plays and other works.

(2) Engaging in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV

CORPORATE POWERS

This Corporation shall have all powers now and hereafter granted corporations for profit under the laws of the State of Florida, including the Emergency Powers included in §607.0303, F.S.

ARTICLE V

CAPITAL STOCK

(1) This Corporation shall be authorized to have outstanding at any time a maximum of 6,000 shares of stock of the par value of \$1.00.

(2) Shares of stock may be issued in consideration of the payment of the entire purchase price or only part of the purchase price, as may be determined by the Board of Directors which payment may be made in cash, property, or in services. Shares issued in consideration of the payment of only part of the purchase price:

(a) Shall be subject to calls thereon, in amounts and at such times as the Board of Directors may determine until the whole thereof shall have been paid; and

(b) Shall participate in dividends upon the basis of the amount actually paid on the respective shares; and

(c) Certificates issued therefor shall bear endorsement as to the actual amount paid thereon.

(3) No stock in this Corporation shall be sold or transferred other than by operation of law, unless and until the record owner thereof shall have given written notice, by certified mail, to the Corporation at its principal office, setting forth a desire to sell such stock, together with the price, terms and conditions upon which said stock shall be offered for sale. The Corporation, if it elects, or its stockholders, if it shall not elect, shall have an exclusive right to purchase said stock at the price and upon the terms and conditions set forth in said notice at any time within thirty (30) days of the Corporation's receipt thereof. Upon failure of the Corporation or its stockholders to exercise such rights within such thirty (30) day period, said stock may be offered for sale to others, but only at the price and upon the terms and conditions stated in said notice.

(4) Anything to the contrary notwithstanding, the original subscriber hereto shall, prior to issue of certificates therefor, have the right to assign his stock subscriptions without regard to the limitations on stock transfers contained in Section (3) above.

ARTICLE VI

REQUIRED CAPITAL

This Corporation shall begin business with a capital of not less than Five Hundred (\$500.00) Dollars.

ARTICLE VII

TERM OF EXISTENCE

This Corporation shall exist perpetually.

ARTICLE VIII

DIRECTORS

(1) The business of this Corporation shall be conducted by a Board of Directors consisting of one (1) or more Directors, who shall be elected in accordance with the By-Laws.

(2) Members of the Board of Directors or an Executive Committee of such Board will be deemed present and may conduct business at any meeting of such Board or Committee by means of a conference telephone or similar communication equipment if used so that all persons participating in the meeting can hear each other.

(3) The name and street address of the member of the first Board of Directors of this Corporation, who shall hold office for the first year of its existence or until his successors are elected and qualified is as follows:

NAME

ADDRESS

Jeffrey B. Rabin

258 N.W. 1st Avenue
Florida City, Fl 33034

ARTICLE IX

STREET ADDRESS AND DESIGNATION OF REGISTERED AGENT

That, SILENT PARTNER PRODUCTIONS, INC., desiring to organize under the laws of the State of Florida has designated its initial registered office as 2655 LeJeune Road, Suite 1101, Coral Gables, Miami-Dade County, Florida, and has named Charles P. Sacher as its initial Registered Agent who is located at such address.

ARTICLE X

SUBSCRIBER

The name and residence address of the Subscriber to these Articles of Incorporation is as follows:

NAME

ADDRESS

Charles P. Sacher

7341 S.W. 162 Street
Miami, Florida 33157

ARTICLE XI

SCOPE OF ARTICLES

The provisions of these Articles, and amendments thereto, and each and every Article and Section thereof, and the provisions of the By-Laws and amendments thereof, shall be considered a part of every contract and transaction to which this Corporation shall be a party. Every person, association and/or corporation dealing with this Corporation is hereby charged with notice and knowledge of the powers and limitations of powers of this Corporation.

ARTICLE XII

COMMENCEMENT OF CORPORATE EXISTENCE

In accordance with the provisions of §607.0203, the effective date of incorporation is specified to be the 26th day of January, 1998, so long as these Articles are filed with the Secretary of State within five (5) business days of this date.


IN WITNESS WHEREOF, CHARLES P. SACHER, the undersigned, being the original subscriber to the foregoing Articles of Incorporation have hereunder set his hands and seals this 26th day of January, 1998.

 (SEAL)
CHARLES P. SACHER

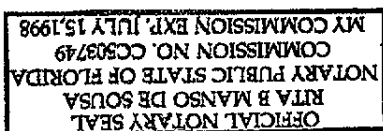
STATE OF FLORIDA)
COUNTY OF MIAMI-DADE) SS:

BEFORE ME, the undersigned authority, personally appeared CHARLES P. SACHER, to me well known to be the persons described in and who executed and subscribed to the foregoing Articles of Incorporation, and he acknowledged before me that he executed and subscribed the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Miami, in said County and State, this 26th day of January, 1998.


Notary Public, State of Florida
at Large

My commission expires:



ACKNOWLEDGMENT OF REGISTERED AGENT

Having been named to accept Service of Process for SILENT PARTNER PRODUCTIONS, INC., at place designated in ARTICLE IX of the attached Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of said act relative to keeping open said office.

Charles P. Lantaff (SEAL)
Registered Agent

FILED
98 JAN 28 PM 4:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE

01-26-98