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February 2, 1998

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB -4, AM 9:36

LAW OFFICES

**STEINBERG, SLEWETT
& YAFFE, P.A.**

767 ARTHUR GODFREY ROAD
MIAMI BEACH, FLORIDA 33140-9998
DADE (305) 538-2344
BROWARD (305) 462-2344
FAX (305) 538-0419

PAUL B. STEINBERG (FLA. & D.C.)
ROBERT D. SLEWETT (FLA.)
ROBERT H. YAFFE (FLA.)
MORRIS L. STEINBERG (N.Y.)

RE: S & S THEATRICAL PRODUCTIONS, INC.

Gentlemen:

Enclosed herewith please find the original and a copy of the Articles of Incorporation of S & S THEATRICAL PRODUCTIONS, INC., duly executed by the Incorporator and Registered Agent thereof.

I am also enclosing a check in the amount of One Hundred Twenty Two dollars and 50/100 (\$122.50) representing the fee for the filing of these Articles of Incorporation and a certified copy.

Should you have any questions, please contact the undersigned.

Very truly yours,

Paul B. Steinberg

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PBS/ sv
Enclosures

NEW YORK OFFICE
574 FIFTH AVENUE
2ND FLOOR
NEW YORK, N.Y. 10036
(212) 391-2080

RP
02-05-98

* PLEASE REPLY TO OUR
MIAMI BEACH OFFICE

ARTICLES OF INCORPORATION

OF

S & S THEATRICAL PRODUCTIONS, INC.

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The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

**ARTICLE I.
Name**

The name of the corporation shall be:

S & S THEATRICAL PRODUCTIONS, INC.

**ARTICLE II.
Nature of Business**

This corporation may engage on transact in any or all lawful activities or businesses permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

**ARTICLE III.
Capital Stock**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having \$5.00 (Five Dollars) par value. The corporation will begin business with \$500.00 (Five Hundred Dollars) in capital. The proceeds of stock subscribed for will be at least as much as the amount necessary to begin business.

**ARTICLE IV.
Principal Place of Business**

The street address of the initial principal place of business of the corporation shall be 767 Arthur Godfrey Road, Miami Beach, Florida 33140, or such other location as the Board of Directors may designate.

**ARTICLE V.
Term of Existence**

This corporation shall exist perpetually.

**ARTICLE VI.
Initial Board of Directors**

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time as provided in the bylaws but shall never be less than one.

ARTICLE VII. SUBSCRIBER

The name and street address of the subscriber of this corporation is:

PAUL B. STEINBERG
STEINBERG, SLEWETT & YAFFE, P.A.
767 Arthur Godfrey Road
Miami Beach, Florida 33140

ARTICLE VIII. OFFICERS


The name and street address of the officers of this corporation is:

NAME/ADDRESS	POSITION
PAUL B. STEINBERG 767 Arthur Godfrey Road Miami Beach, Florida 33140	Director/President/Incorporator

ARTICLE VIII. REGISTERED OFFICE AND REGISTERED AGENT

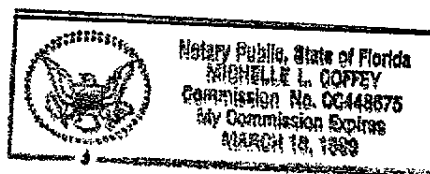
The street address of the initial registered office of this corporation is STEINBERG, SLEWETT & YAFFE, P.A., 767 Arthur Godfrey Road, Miami Beach, Florida 33140, and the name of the initial registered agent of this corporation at that address is Robert D. Slewett.

IN WITNESS WHEREOF, the undersigned has made and subscribed to these Articles of



PAUL B. STEINBERG
Subscriber

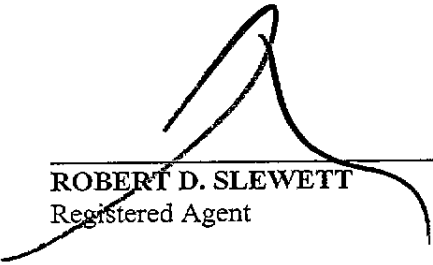

NOTARY PUBLIC
State of Florida at Large



ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the foregoing appointment as registered agent for S & S THEATRICAL PRODUCTIONS, INC., and agrees to comply with the provisions of these Articles and the applicable Florida Statutes.

Dated this 2 day of February, 1998.



ROBERT D. SLEWETT
Registered Agent

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