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FILED

January 30, 1998

98 FEB -5 AM 9:11

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

200002422352--9
-02/05/98--01050--011
*****70.00 *****70.00

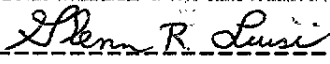
Dear Sirs:

Please record the Articles of Incorporation of
SOUTHPORT HOME ENTERTAINMENT, INC. as attached and
return the verification of the recorded articles to:

Glenn R. Luisi Accountant, P.A.
104 Prestwood Lane
 Mooresville, NC 28115

Attached is my check # 2737 for \$70.00 for the recording
fee.

Very Truly Yours,



Glenn R. Luisi

P. Hall
FEB - 6 '998

GLENN R. LUISI ACCOUNTANT P.A.

104 PRESTWOOD LANE, MOORESVILLE, NC 28115, PHONE/FAX (800) 854- 1099, So. FL PAGER 619-8300

ARTICLES OF INCORPORATION
OF
SOUTHPORT HOME ENTERTAINMENT, INC.

The undersigned; for the purpose of forming a corporation
under the FLORIDA GENERAL CORPORATION ACT hereby adopts
the following Articles of Incorporation:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE ONE
NAME & PRINCIPAL ADDRESS

The name of the corporation is
SOUTHPORT HOME ENTERTAINMENT, INC.
The initial address is 3403 NW 9th AVENUE STE #804
FORT LAUDERDALE, FL 33309

ARTICLE TWO
DURATION

The term of existence of the corporation is perpetual.

ARTICLE THREE
NATURE & PURPOSE

The corporation may transact any and all lawful business for
which corporations may be incorporated under the Laws of the
STATE OF FLORIDA.

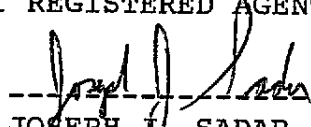
ARTICLE FOUR
CAPITAL STOCK

The maximum number of shares which the corporation has
authority to issue is 1000, all which shall be common shares
with 1.00 par value.

ARTICLE FIVE
REGISTERED OFFICE

The street address of the initial registered office of the
corporation shall be 5751 NW 46th DRIVE CORAL SPRINGS, FL
33067 and the name of the initial registered agent at such
address is JOSEPH J. SADAR.

I do hereby accept the position of REGISTERED AGENT.



JOSEPH J. SADAR
Registered Agent

ARTICLE SIX
PRE-EMPTIVE RIGHTS

The shareholders shall have Pre-emptive Rights.

all consist
98 FEB -5 AM 9:11
of the
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

of the
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TITLE

PRESIDENT

ADDRESS

5751 NW 46th DRIVE
CORAL SPRINGS, FL 33067

JOSEPH T. SADAR
Incorporator
FOLK# 5360-490. 61-0260.

On this 29th day of January, 1998, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared JOSEPH J. SADAR known to me to be the person whose name is subscribed to the within instrument, and acknowledged that he executed the same for purposes therein contained.

set my hand official s

MY COMMISSION EXPIRES:

