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LAW OFFICES

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February 26, 1998

FEDERAL EXPRESS

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

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-02/27/98-01088-013
****122.50 ****122.50

RE: ARTICLES OF INCORPORATION
LOUNGE DOG PRODUCTIONS, INC.

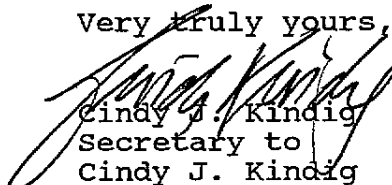
Dear Sir or Madam:

Enclosed herewith please find the original and one (1) copy of Articles of Incorporation for LOUNGE DOG PRODUCTIONS, INC. and our firm's check in the amount of \$122.50 for filing fees.

Kindly file the Articles of Incorporation and return a copy of same to the undersigned in the enclosed, self-addressed pre-paid Federal Express envelope.

Thanking you for your prompt attention to this matter, I remain,

Very truly yours,


Cindy J. Kindig
Secretary to
Cindy J. Kindig

/cjk

Enc.

corp/secstate.

FILED
98 FEB 27 PM 12:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



ARTICLES OF INCORPORATION
OF
LOUNGE DOG PRODUCTIONS, INC.

98 FEB 27 PM 12:03
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TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is LOUNGE DOG PRODUCTIONS, INC., with its principal office and address being located at 2001 N.W. 44th Street, Pompano Beach, Florida 33064.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles of Incorporation by the Department of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business specifically for the purpose of film, television and music production.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue One Hundred (100) shares of \$1.00 par value common stock which shall be designated as "Common Shares".

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale by the corporation of any new stock of this corporation, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of this corporation is Mullen & Bizzarro, P.A., 2929 East Commercial Boulevard, Suite PH-C, Ft. Lauderdale, Florida 33308 and the name of the initial registered agent of this corporation at that address is Joseph P. Mullen, Esquire.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The corporation shall have three (3) Directors. The number of Directors may be either increased or decreased from time to time in

accordance with the By-laws of the Corporation. The name and addresses of the initial President/Treasurer/Director is: Matteo Valcavi, 20611 Linksvew Circle, Boca Raton, FL 33434; Vice-President/Director is: Massimo Valcavi, 1717 North Bayshore Drive, Apt. 1255, Miami, Florida 33132 and Secretary/Director is: Elia Forghieri, 1717 North Bayshore Drive, Apt. 1255, Miami, Florida 33132.

ARTICLE VIII - INCORPORATOR

The name and address of the Incorporator signing these Articles is: Joseph P. Mullen, Esquire, Mullen & Bizzarro, P.A., 2929 East Commercial Boulevard, Suite PH-C, Ft. Lauderdale, Florida 33308.

ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto. Any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the date of signing.

Dated: February 26, 1998.

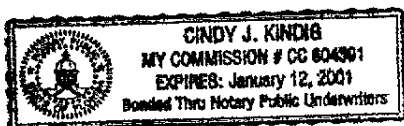
Joseph P. Mullen
JOSEPH P. MULLEN
INCORPORATOR

STATE OF FLORIDA
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 26th day of February, 1998, by JOSEPH P. MULLEN, who is personally known to me or who has produced _____ as identification and who did not take an oath.

Cindy J. Kindig
Notary Public
Print Name: CINDY J. KINDIG

My Commission Expires:



Certificate designating place of business or domicile for the service of process within Florida, naming agent upon whom process may be served.

In compliance with Section 48.091(1), Florida Statutes (1991), the following is submitted:

That, LOUNGE DOG PRODUCTIONS, INC., desiring to organize or qualify under the laws of the State of Florida, has named Joseph P. Mullen, Esquire, as its agent to accept service of process within the State of Florida.

Dated: February 26, 1998.


JOSEPH P. MULLEN

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of the Florida Statutes relative to the proper performance of my duties.

Dated: February 26, 1998.

Joseph P. Mullen

JOSEPH P. MULLEN
Registered Agent

FILED
98 FEB 27 PM 12:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA