

4/03/98

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

3:17 PM

((H98000006515 4))

TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: DIVA ENTERTAINMENT, INC.

AUDIT NUMBER.....H98000006515

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 4

CERT. COPIES.....1

DEL.METHOD.. FAX

EST.CHARGE.. \$122.50

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>:
Help F1 Option Menu F2

NUM

Connect: 00:07:42

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR -3 AM 8:40

4/5

H98000006515

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR -3 AM 8:40

(4)

ARTICLES OF INCORPORATION

OF

DIVA ENTERTAINMENT, INC.

The undersigned incorporator, for purposes of forming a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

- FIRST: The name of the Corporation is Diva Entertainment, Inc. (the "Corporation").
- SECOND: The street address of the initial principal office and mailing address of the Corporation is 180 Varick Street, 13th Floor, New York, New York 10014.
- THIRD: The Corporation is authorized to issue 10,000 shares of common stock, par value \$.01 per share.
- FOURTH: The street address of the initial registered office of the Corporation is: Miami Center, 201 South Biscayne Boulevard, Suite 3000, Miami, Florida 33131 and the registered agent at that address is: B & C Corporate Services, Inc.
- FIFTH: The name and address of the incorporator of the Corporation is: Jose A. Santos, Jr., Broad and Cassel, Miami Center, 201 South Biscayne Boulevard, Suite 3000, Miami, Florida 33131.
- SIXTH: The Corporation is organized for the purpose of transacting any and all lawful activities or business for which corporations may be formed under Chapter 607 of the Florida Statutes.

H98000006515

PREPARED BY:
Jose A. Santos, Jr., P.A.
Florida Bar Number 438870
Broad and Cassel
Miami Center, Suite 3000
201 South Biscayne Boulevard
Miami, Florida 33131

P.02/04

EMPIRE CORPORATE KIT

APR-03-1998 16:15

H98000006515

SEVENTH: The Corporation shall have one director initially and the number of directors may be increased or diminished from time to time as provided in the Bylaws but shall never be less than one. The name and address of the initial director of the Corporation is:

Peter Zachariou
180 Varick Street
13th Floor
New York, New York 10014

EIGHTH: The Corporation shall indemnify any director or officer to the fullest extent permitted by Florida Law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 3rd day of April, 1998.


Jose A. Santos, Incorporator

H98000006515

ACCEPTANCE OF APPOINTMENT **H98000006515**
OF
REGISTERED AGENT

I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation and state that I am familiar with and accept the obligations of Section 607.0505 of the Florida Business Corporation Act.

B & C CORPORATE SERVICES, INC.

By: *Anna Salgado*
Anna Salgado, Vice President

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR -3 AM 8:40

H98000006515