

P980000039703
JERROLD S. STERN
ATTORNEY AT LAW

ALSO ADMITTED NEW YORK BAR

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April 28, 1998

Florida Department of State
Division of Corporations
P. O. Box 5588
Tallahassee, FL 32314

Re: J.E.M. Entertainment, Inc.

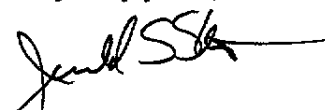
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****122.50 ****122.50

Gentlemen:

Enclosed please find two copies of fully executed Articles of Incorporation for the referenced corporation, which are being sent to you for filing. Also enclosed is my check in the amount of \$122.50 to cover your fees in this regard.

Please return the filed Articles to this office.

Very truly yours,


Jerrold S. Stern

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Enc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. BROOK MAY 1 1998

ARTICLES OF INCORPORATION
OF

J.E.M. ENTERTAINMENT, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be J.E.M. Entertainment, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business of this corporation shall be 16813 Captiva Drive, Captiva, FL 33924, and the mailing address shall be P. O. Box 381, Sanibel, FL 33957.

ARTICLE III CAPITAL STOCK

The aggregate number of shares which the corporation shall have authority to issue is 10,000 consisting of one class only designated as "common stock," with par value of \$1.00 per share.

ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

The name of the initial registered agent is Jerrold S. Stern, and his address is 695 Tarpon Bay Road, Suite 2, Sanibel, FL 33957, and mailing address of P. O. Box 112, Sanibel, FL 33957, and the designated agent by his signature hereon, does hereby accept the appointment as registered agent pursuant to the provisions of Section 607.034, Florida Statutes.

ARTICLE V INCORPORATOR

The number of the directors constituting the initial Board of Directors of the corporation is one, and thereafter the number of directors shall be such number as is fixed from time to time by the by-laws.

The name and address of the incorporator to these Articles of Incorporation is: Michele Kaplan, P. O. Box 381, Sanibel, FL 33957.

ARTICLE VI PERIOD OF EXISTENCE

The period of its existence is perpetual.

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TALLAHASSEE, FLORIDA

ARTICLE VII PURPOSE

The purpose or purposes for which this corporation is organized is to engage in any lawful activities within the purposes for which a corporation may be organized under the Florida Business Corporation Law (Chapter 607 of the Florida Statutes).

The undersigned have executed these Articles of Incorporation this 27th day of April, 1998.

Michele Kaplan
Michele Kaplan
Incorporator

Acceptance and Designation as Registered Agent

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Jerold S. Stern
Jerold S. Stern
Registered Agent

STATE OF FLORIDA
COUNTY OF LEE

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgements, Michele Kaplan, who is personally known to me or who has produced _____ as identification and who _____ (did/did not) take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at said County and State this 27th day of April, 1998.

My commission expires:

MICHELLE A. LANDL
COMMISSION # CC623767
EXPIRES APR 08, 2001
BONDED THROUGH
ATLANTIC BONDING CO., INC

Michelle Landl
Notary Public



SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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