

P98000044069

Spotlite Music & Film

Memorandum

To Secretary of State
From Christopher M. Nelson
Date May 12, 1998
Re Articles of Incorporation

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-05/13/98--01100--012
****735.00 ****122.50

I enclose six originally signed Articles of Incorporation for six Florida profit corporations, and a check for \$735.00 to cover filing fees and certified copy fees for all six companies. Please send the certified copies back to me at the address given for the corporations.

Thank you. If you have any questions, my telephone number is (305) 579-0722.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

9N5-15-98

ARTICLES OF INCORPORATION
OF
SPOTLITE MERCHANDISING, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of the corporation is SPOTLITE MERCHANDISING, INC. (hereinafter called the "Corporation").

ARTICLE II

The address of the principal office and the mailing address of the Corporation is 444 Brickell Avenue, Suite 51-411, Miami, Florida 33131.

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

<u>Number of Shares</u> <u>Authorized</u>	<u>Par Value</u> <u>Per Share</u>	<u>Class of</u> <u>Stock</u>
10,000	\$.01	Common

ARTICLE IV

The Corporation shall hold a special meeting of shareholders only:

(1) On call of the board of directors or persons authorized to do so by the Corporation's bylaws; or

(2) If the holders of not less than 50 percent of all votes entitled to be cast on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

ARTICLE V

The street address of the Corporation's initial registered office in the State of Florida is 444 Brickell Avenue, Suite 51-411, Miami, Florida 33131, and the name of its initial registered agent at such office is Spotlite Communications, Inc.

ARTICLE VI

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's bylaws. The number of directors constituting the initial Board of Directors is one (1), and the name and

address of the member of the initial Board of Directors who is to serve as the Corporation's director until his successors are duly elected and qualified is:

Bryan S. Schaffner
444 Brickell Avenue, Suite 51-411
Miami, FL 33131

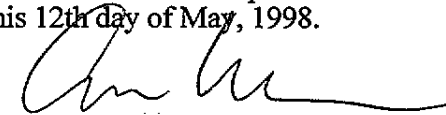
ARTICLE VII

The name of the Incorporator is Christopher M. Nelson and the address of the Incorporator is 1221 Brickell Avenue, Miami, Florida 33131.

ARTICLE VIII

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by any law in existence either now or hereafter.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 12th day of May, 1998.



Christopher M. Nelson
Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of SPOTLITE MERCHANDISING, INC., hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes Section 607.0505.

SPOTLITE COMMUNICATIONS, INC.

By: 

Registered Agent

DATED: May 12, 1998.

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TALLAHASSEE, FLORIDA