



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 831011 83763A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : May 26, 1998

ORDER TIME : 10:37 AM

ORDER NO. : 831011-005

CUSTOMER NO: 83763A

CUSTOMER: W. Chad Willard, Esq
CARLOS & WILLIARD, P.A.

Suite 1000
999 Ponce De Leon Boulevard
Coral Gables, FL 33134

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY 26 PM 2:04

DOMESTIC FILING

NAME: ALPHA FLORIDA ENTERTAINMENT,
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stacy L Earnest

EXAMINER'S INITIALS:

RECEIVED
98 MAY 26 AM 11:29
DIVISION OF CORPORATIONS

5/26/98

ARTICLES OF INCORPORATION

The undersigned, acting as incorporator of a corporation under the Florida Corporation Act, adopts the following Articles of Incorporation for such Corporation:

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1. The name of the Corporation is: ALPHA FLORIDA ENTERTAINMENT, INC.
2. The place of business and mailing address for the corporation shall be 8236 NW South River Drive, Medley, Florida 33166.
3. The period of its duration is perpetual.
4. The purpose is to engage in activities or business permitted under the laws of the United States and Florida.
5. The corporation shall have authority to issue 1,000 shares, all of one class, \$.01 par value.
6. The address of its initial registered office is 999 Ponce De Leon Blvd., Suite 1000, Coral Gables, Florida, 33134, and the name of its initial registered agent at said address is W. CHAD WILLIARD.
7. The number of directors constituting its initial board of directors is THREE (3) whose names and addresses are:

NAME

ADDRESS

1. Stanley S. Tollman

12 East 49th Street 24th Floor
New York, New York 10017

2. Thomas W. Aro

12 East 49th Street 24th Floor
New York, New York 10017

3. Brett G. Tollman

12 East 49th Street 24th Floor
New York, New York 10017

8. The name and address of the Incorporator is:

NAME


ADDRESS

1. Thomas W. Aro

12 East 49th Street 24th Floor
New York, New York 10017

9. Preemptive Rights shall be as follows: The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Shareholders, such of the shares of the stock of this corporation as may be issued for money (money, or any property or services) from time to time, in addition to that stock authorized (and issued) by the corporation. The preemptive right of any holder is determined by the ratio of the authorized (authorized and issued) shares of common stock held by the holder to all shares of common stock currently authorized (authorized and issued).

DATED this 22nd day of May, 1998.


Incorporator

STATE OF
COUNTY OF

The foregoing instrument was acknowledged by me this 22nd day of May, 1998, by Thomas W. Aro, who is personally known to me, or who produced _____ as identification and who did take an oath.


NOTARY PUBLIC

My Commission Expires:

REGINA M HENSLEY
NOTARY PUBLIC STATE OF NEW YORK
NO. 01HE5078223
QUALIFIED IN NEW YORK COUNTY
COMMISSION EXPIRES MAY 19, 1999

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First, that ALPHA FLORIDA ENTERTAINMENT, INC. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at 8236 NW South River Drive, Medley, Florida, 33166, County of Miami-Dade, State of Florida, has named W. CHAD WILLIARD, 999 Ponce De Leon Blvd., Suite 1000, Coral Gables, Florida 33134, as its agent to accept service of process within this State.

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.



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