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May 22, 1998

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

RE: D&H Entertainment, Inc.

Dear Sir or Madam:

Enclosed are an original and one copy of the articles of incorporation and Designation of and Acceptance of Registered Agent for a Florida Corporation.

Also enclosed is \$131.25 for the Filing Fee, Certified Copy & Certificate.

FROM: William R. Heitz, P.A.
William R. Heitz, Esq.
1387 SW 18th Street
Boca Raton, Florida 33486

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

7/15-28-98

ARTICLES OF INCORPORATION

OF

D&H Entertainment, Inc.

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

ARTICLE I

The name of the corporation ("Corporation") is D&H Entertainment, Inc.

ARTICLE II

The existence of the corporation shall begin on May 26, 1998.

ARTICLE III

The street address of the principal office of the Corporation is 6060 SW 18th Street, Boca Raton, Florida 33433.

ARTICLE IV

The maximum number of shares this Corporation is authorized to issue is One Thousand (1000), all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE V

The initial street address of the Corporation's registered office is 1387 SW 18th Street, Boca Raton, Florida 33486. The initial registered agent for the Corporation at that address is William R. Heitz, P.A.

ARTICLE VI

The initial board of directors shall consist of two members. The names and address of the persons who will serve on the initial board of directors are:

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Name Address

Howard Adkin, 6060 SW 18th Street, Boca Raton, Florida 33433, President

Douglas F. Kaiser, 6210 N.W. 120th Drive, Coral Springs, Florida 33076, Vice-President

ARTICLE VII

The names and street addresses of the persons signing these articles of incorporation are:

Name Address

William R. Heitz, Esq. 1387 SW 18th Street, Boca Raton, Florida 33486

ARTICLE VIII

The corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this 22nd day of May, 1998.

Name: William R. Heitz
William R. Heitz, Esq.
For:
William R. Heitz, P.A.

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for D&H Entertainment, Inc. at the place designated in the articles of incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).

Name: William R. Heitz
William R. Heitz, Esq.

For:
William R. Heitz, P.A.

Date: May 15, 1998..

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