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FILING COVER SHEET

REFERENCE: 0150.4422
DATE: 11-9-98
CONTACT: CINDY HICKS
FROM: CORPORATE & CRIMINAL RESEARCH SERVICES
103 N. MERIDIAN STREET
TALLAHASSEE, FL 32301
TELEPHONE: 222-1173
SUBJECT: Y & T Entertainment Inc.

STATE FEES PREPAID WITH CHECK # 3590 FOR \$ 78.75

400002682844--8
-11/09/98--01021--003
*****78.75 *****78.75

PLEASE FILE:

☒ ARTICLES OF INC. ☐ AMENDMENT ☐ DISSOLUTION
☐ ANNUAL REPORT ☐ MERGER ☐ WITHDRAWAL
☐ QUALIFICATION ☐ LIMITED PARTNERSHIP ☐ ANNUAL REPORT
☐ FICTITIOUS NAME ☐ LIMITED LIABILITY ☐ REINSTATEMENT
☐ TRADEMARK/SERVICE ☐ UCC-1 ☐ UCC-3

PROVIDE US WITH:

☒ CERTIFIED COPY ☐ CERTIFICATE OF STATUS ☐ STAMPED COPY

Examiner's Initials

FILED

98 NOV -9 AM 10:35

SECRETARY OF STATE
TALLAHASSEE FLORIDA

NOV 09 1998

ARTICLES OF INCORPORATION

OF

Y & T ENTERTAINMENT INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I

The name of the corporation is Y & T ENTERTAINMENT INC (the "Corporation").

ARTICLE II

The address of the principal office and the mailing address of the Corporation is c/o Steven E. Goldman, 5252 La Gorce Drive, Miami Beach, Florida 33140.

ARTICLE III

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

<u>Number of Shares Authorized</u>	<u>Par Value Per Share</u>	<u>Class of Stock</u>
1,000	\$.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 fifty percent (50%) of the shares entitled to vote 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 is 5252 La Gorce Drive, Miami Beach, Florida 33140, Miami Beach, Dade County of, State of Florida 33140 and the name of its initial registered agent at such office is Steven E. Goldman.

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 four (4), and the name and address of the member of the initial Board of Directors, who will serve as the Corporation's director until successors are duly elected and qualified is:

Steven E. Goldman
5252 La Gorce Drive
Miami Beach, Florida 33140

Robert Halprin
P. O. Box 388
Fort Lauderdale, Florida 33303

Joel Levy
c/o Criteria Studios
1755 N.E. 149th Street
Miami, Florida 33181

Richard Ulloa
6705 S.W. 147th Court
Miami, Florida 33193

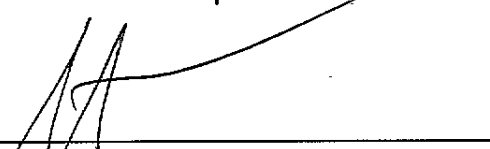
ARTICLE VII

The name of the Incorporator is Steven E. Goldman and the address of the Incorporator is 5252 La Gorce Drive, Miami Beach, Florida 33140.

ARTICLE VIII

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

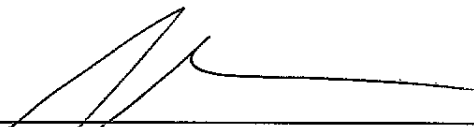
IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 6th day of November, 1998.



Steven E. Goldman, Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of Y & T ENTERTAINMENT INC. accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §607.0505.



Steven E. Goldman, Registered Agent

Dated: November 6, 1998

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