

LANIER, INC.

BUSINESS ACCOUNTING

SUITE 2904

5637 PACIFIC BLVD.

BOCA RATON, FL 33433

Tel: (561) 392-6861

Fax: (561) 447-4143

P98000094910

October 29, 1998

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

500002621795--2
-11/06/98--01010--016
****122.50 *****78.75

Re: PHS PRODUCTIONS, INC.

Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation for the above-captioned corporation, together with a check in the amount of \$122.50 for Filing Fees, Certified Copy of the Articles of Incorporation, and Fee for Registered Agent Designation for the said corporation.

I have also enclosed a prepaid self-addressed envelope for you to return the Certified Copy of the Articles of Incorporation to the following address:

Lanier, Inc.
Suite 2904
5637 Pacific Blvd.
Boca Raton, FL 33433

Thank you for your assistance in this matter.

Very truly yours,

John Bishop
John Bishop

JB/vm
Enclosures

Dmc
11-10-98

FILED
98 NOV -6 AM 8:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

PHS PRODUCTIONS, INC.

FILED
98 NOV -6 AM 8:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The Undersigned Subscriber to these Articles of Incorporation, a natural person competent to contract, for the purposes of forming a corporation under the Florida Corporation Law, does hereby adopt the following Articles of Incorporation:

ARTICLE I: NAME

The name of the corporation is PHS PRODUCTIONS, INC.

ARTICLE II: DURATION

The existence of the Corporation shall commence with the filing of these Articles. The duration of the Corporation is perpetual.

ARTICLE III: PURPOSE

The Corporation may engage in the business of producing and creating all forms of video and film works and any related business or activities. In addition, the Corporation may engage in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV: CAPITAL STOCK

The total number of shares of capital stock authorized to be issued by the Corporation will be one thousand (1,000) shares having a par value of one dollar (\$1.00) per share. Each of the said shares of stock will entitle the holder thereof to one (1) vote at any meeting of the stockholders.

ARTICLE V: INITIAL REGISTERED AGENT AND PRINCIPAL OFFICE

The principal office of the Corporation will be located at: 1101 Lake Drive, Delray Beach, FL 33444. The Board of Directors may, from time to time, move the principal office to any other address. The street address of the Initial Registered Agent Office and the name of the Initial Registered Agent at that office is: John Bishop; Suite 2904; 5637 Pacific Blvd; Boca Raton, FL 33433. The Board of Directors may, from time to time, change the Registered Agent to any other individual or address, within the State of Florida.

ARTICLE VI: INCORPORATOR

The name and address of the Incorporator of these Articles of Incorporation is:

John Bishop
Suite 2904
5637 Pacific Blvd.
Boca Raton, FL 33433

ARTICLE VII: AMENDMENTS

The Corporation reserves the right to amend or repeal any provisions of the Articles of Incorporation, or any amendment(s) hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the Incorporator has executed these Articles of Incorporation on this 29th day of October, 1998.



John Bishop

CERTIFICATE AND ACKNOWLEDGMENT
OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT

OF

PHS PRODUCTIONS, INC.

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

The above Corporation, desiring to organize under the laws of the State of Florida with its Initial Registered Agent Office as indicated in the Articles of Incorporation at:

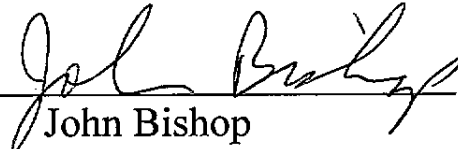
Suite 2904
5637 Pacific Blvd.
Boca Raton, FL 33433

has named John Bishop, located at the aforesaid address, as its Registered Agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named as Registered Agent to accept service of process for the above-named corporation at the place designated in this certificate, and being familiar with the obligations of that position, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida Law in keeping open said office.

Dated: October 29, 1998


John Bishop

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA