

ATTORNEY

EDWARD T. DINNA

P98000100559

719 Intracoastal Drive
Fort Lauderdale, Florida 33304
(954) 561-4314
Fax (954) 565-2120

November 25, 1998

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

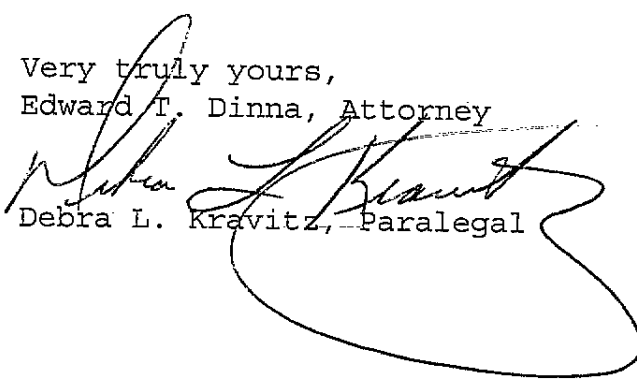
RE: MIRAGE PRODUCTION STUDIOS, INC.

000002688040--1-
-11/16/98--01064--013
122.50 **78.75

Dear Ms. Augsburger:

Enclosed is the change of name for the reference number stated above along with a copy of you November 18, 1998 letter.

Very truly yours,
Edward T. Dinna, Attorney


Debra L. Kravitz, Paralegal

Name and Address of Corporation:
MIRAGE PRODUCTIONS OF SOUTH FLORIDA, INC.
719 Intracoastal Drive
Ft. Lauderdale, FL 33304

FILED
98 DEC -2 AM 10:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ETD/dlk

Edward GAVE
AUTHORIZATION BY PHONE TO
CORRECT Reading, art. 1, certif.
DATE 12/3/98
DOC. EXAM FA

TA-12/3/98



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 18, 1998

EDWARD T. DINNA, ESQ.
719 INTRACOASTAL DR
FORT LAUDERDALE, FL 33304

SUBJECT: MIRAGE, INC.
Ref. Number: W98000026036

We have received your document for MIRAGE, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file. ✓

The registered agent and street address must be consistent wherever it appears in your document. ✓

Article VII states there will be ONE director(s), whereas THREE is/are listed. ✓

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6926.

Tracy Augsburger
Document Specialist

Letter Number: 598A00055487

FROM : ATTORNEY Edward T Dinna

PHONE NO. :

Dec. 13 1997 04:48PM P1

EDWARD T. DINNA
Counselor at Law
719 Intracoastal Drive
Fort Lauderdale, Florida 33304
Telephone: (954) 561-4314
Facsimile: (954) 565-2120

FACSIMILE COVER SHEET

SENT TO: Beth Registrar/Dept. Of Corporations

FAX NO.: (850) 922-4001

FROM: Debra L. Kravitz, Paralegal

DATE: 12/14/98

RE: Mirage Productions of South Florida, Inc.,
P98000100559

Number of pages including this cover sheet: 1

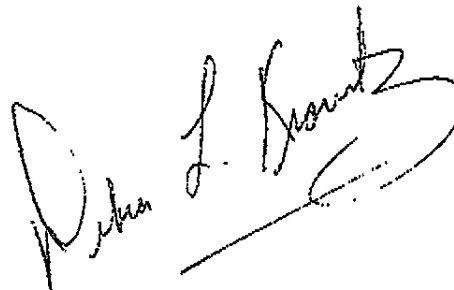
MESSAGE:

Pursuant to our conversation today, please change the name of the above stated articles to read:

MIRAGE PRODUCTION STUDIOS, INC.

and forward me a copy of the name changed articles.

Thank you for giving this matter your immediate attention.

A handwritten signature in black ink, appearing to read "Debra L. Kravitz", with a large, sweeping flourish at the end.

PLEASE CALL (954) 561-4314 IF THE TRANSMISSION IS INCOMPLETE OR UNCLEAR

ARTICLES OF INCORPORATION

OF

MIRAGE PRODUCTION STUDIOS, INC.

ARTICLE I

NAME

The name and address of this corporation is:

MIRAGE PRODUCTION STUDIOS, INC.

719 Intracoastal Drive
Ft. Lauderdale, Florida 33304

ARTICLE II

DURATION

This corporation shall have perpetual existence.

ARTICLE III

PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV

CAPITAL STOCK

This corporation is authorized to issue 80 shares of One Dollar (\$1.00) par

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value common stock.

ARTICLE V
PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as to that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is: 719 Intracoastal Drive, Ft. Lauderdale, FL 33304 and the name of the initial registered agent of this corporation is: Edward T. Dinna.

ARTICLE VII
INITIAL BOARD OF DIRECTORS

This corporation shall have one Director initially. The number of directors may be either increased or diminished from time to time by the Bylaws but shall never be less than one. The name and address of the initial Director of this Corporation is:

NAME

Toil Smith

ADDRESS

*1517 N. Dixie Hwy.
Ft. Lauderdale, FL 33304*

ARTICLE VIII
INCORPORATION

The name and address of the person signing these Articles is:

NAME

Lance Howard

ADDRESS

*1101 NE 18th Avenue
Apt. 3
Ft. Lauderdale, FL 33304*

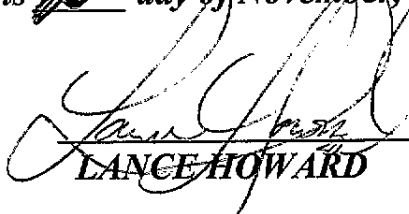
ARTICLES IX
INDEMNIFICATION

The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE X
AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 25 day of November, 1998.



LANCE HOWARD

STATE OF FLORIDA)
) SS:
COUNTY OF BROWARD)

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the county aforesaid to take acknowledgments,

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

in and who executed the same and produced a Florida Driver's License as identification and did not take an oath.

WITNESS my hand and official seal in the County and State last aforesaid this 25 day of November, 1998.

(Seal)

[Signature]
Notary Public

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 Section 48.091 and Section 607.034 (3), Florida Statutes, the following is submitted in compliance with said sections: MIRAGE PRODUCTION STUDIOS, INC., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation, at the City of Ft. Lauderdale, Broward County, State of Florida, has named Edward T. Dinna, 719 Intra coastal Drive, Ft, Lauderdale, FL 33304, (954) 561-4314 as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

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

[Signature]
Edward T. Dinna

ETD/dlk