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TO: DIVISION OF CORPORATIONS

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FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: ACCESSORY DRIVE, INC.

AUDIT NUMBER.....H98000023189

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

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(4)

**ARTICLES OF INCORPORATION
OF
ACCESSORY DRIVE, INC.**

The undersigned, acting as incorporator of Accessory Drive, Inc. under the Florida Business Corporation Act, adopts the following articles of incorporation.

ARTICLE I - NAME

The name of the corporation is: Accessory Drive, Inc.

ARTICLE II - ADDRESS

The mailing address of the corporation is: 1786 San Souci Blvd.
North Miami, FL 33181

ARTICLE III - COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence on the date of filing these articles of incorporation.

ARTICLE IV - PURPOSE

The corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated in accordance with applicable Florida statutes. The purpose of this corporation is to render in and all services pertaining to sales and rental of movie equipment.

ARTICLE V - AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is 1000 shares of common stock having a par value of \$1.00 per share.

Mark C. Bernstein, CPA
P.O. BOX 849027 PEMBROKE PINES, FL 33084
(954) 252-4955

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ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 5001 S. University Drive, Suite #A, Davie, FL 33328 and the name of the corporation's initial registered agent at the address is Sheila Bernstein.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The corporation shall have one director initially. The number of directors may either be increased or diminished from time to time, as provided in the bylaws, but never be less than one. The name and address of the initial director is:

NAME: Jessica Becher ADDRESS: 1786 San Souci Blvd.
Miami, Florida 33181

NAME: Mia Gordon ADDRESS: 1786 San Souci Blvd.
Miami, Florida 33181

ARTICLE VIII - INCORPORATOR

The name and address of the incorporator is:

NAME: ADDRESS:
Sheila Bernstein 5001 S. University Drive
Suite #A
Davie, FL 33328

ARTICLE IX - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaw adopted by the shareholders specifically providing that the bylaw is not subject to amendment or repeal by the directors.

ARTICLE X - AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision in these articles of incorporation in the manner described by law, and all rights conferred on shareholders are subject to this reservation.

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed these articles of incorporation this 9 day of December 1998.


Incorporator

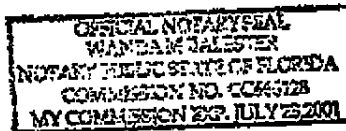
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STATE OF FLORIDA)
 SS:
 COUNTY OF BROWARD)

Before me, a notary public authorized to take acknowledgment in the state and county set forth above, personally appeared Sheila Bernstein known to me and known by me to be the person who executed the foregoing articles of incorporation, and he acknowledged before me that he executed the articles of incorporation.

In witness whereof, I have hereunto set my hand and seal in the state and county aforesaid this 10 day of Dec. 1998.



Wanda M. Balester
 Notary Public

ACKNOWLEDGEMENT:

Having been named to accept service of process for corporation named above, at the place designated in this certificate, I agree to act in that capacity, to comply with the provision of the Florida Business Corporation Act, and am familiar with, accept, the obligations of that position.

Sheila Bernstein
 Sheila Bernstein

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