

DATE Mar. 15, 1999

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

P99000027088

Re: GF1 ENTERTAINMENT Corp.
(Name of Corporation)

500002810335--1

-03/18/99-01048-014

****122.50 *****78.75

Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation, together with my check in the amount of \$122.50.

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Very truly yours.

Joseph A. Sora
(Individual's Name)

FILED
STATE
SECRETARY OF CORPORATIONS
99 MAR 18 PM 2:58

GF1 ENTERTAINMENT Corp.
(Name of Corporation)

MAILING ADDRESS OF CORPORATION		
1477 OVERSEAS HWY.		
MARATHON, FL. 33050		
PHONE		
(305)	743-5600	
Area Code	Number	Ext.

3-24
WS

ARTICLES OF INCORPORATION

of

G.F.I. Entertainment Corp.

(name of corporation)

The undersigned acting as the incorporators of a corporation under the Florida Business Corporation Act, adopt(s) the following articles of incorporation for such corporation:

ARTICLE I - CORPORATE NAME

The name of the corporation is:

G.F.I. Entertainment Corp.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue 500 shares of common stock, par value \$ 1.00 per share.

ARTICLE V - INITIAL PRINCIPAL OFFICE

The street address of the initial principal office and, if different, the mailing address is:

STREET ADDRESS	1477 Overseas Highway		
CITY	Marathon	FLORIDA FL.	ZIP 33050

Mailing address, if different

STREET ADDRESS			
CITY	FLORIDA	ZIP	

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office and the name of the initial registered agent at the office is:

NAME	Joseph A. Sora		
ADDRESS	1477 Overseas Highway		
CITY	Marathon	FLORIDA FL.	ZIP 33050

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DIVISION
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ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have three (3) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the corporation are as follows:

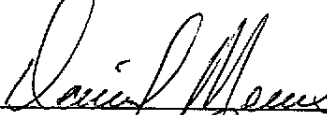
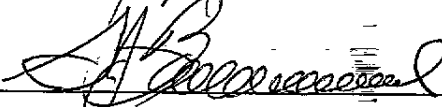
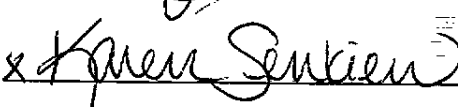
NAME	David Mewes		
ADDRESS	1477 Overseas Highway		
CITY	Marathon,	STATE Fl.	ZIP 33050
NAME	Stephen J. Browand		
ADDRESS	1477 Overseas Highway		
CITY	Marathon	STATE fl.	ZIP 33050
NAME	Karen L. Senkiew		
ADDRESS	32B Margin Street		
CITY	Lynn	STATE Mass.	ZIP 01905

ARTICLE VIII - INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

NAME	David Mewes		
ADDRESS	1477 Oversea Highway		
CITY	Marathon	STATE Fl.	ZIP 33050
NAME	Stephen J. Browand		
ADDRESS	1477 Overseas Highway		
CITY	Marathon	STATE Fl.	ZIP 33050
NAME	Karen L. Senkiew		
ADDRESS	32B Margin Street		
CITY	Lynn	STATE Mass.	ZIP 01905

The undersigned incorporator(s) have executed these Articles of Incorporation this 15th day of March, 19 99.

 (Signature)
 (Signature)
 (Signature)

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/ REGISTERED OFFICE

FILED STATE
SECRETARY OF CORPORATIONS
99 MAR 18 PM 2:58

GFI Entertainment Corp.

(name of corporation)

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

The above corporation, organized under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation

at 1477 Overseas Highway
Marathon, Fl. 33050

has named Joseph A. Sora

located at the aforesaid address, as its registered agent to accept service of process within this state.

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Joseph A. Sora
(Signature)

3-15-99
(Date)