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Florida Department of State
Division of Corporations
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To: Division of Corporations
Fax Number : (850) 922-4001

From:
Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 541-3694
Fax Number : (305) 541-3770

SECRETARY OF STATE
TALLAHASSEE FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

TALENT SCOUTS USA, INC.

Certificate of Status	0
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ARTICLES OF INCORPORATION
OF
TALENT SCOUTS USA, INC.

ARTICLE I - NAME

The name of this corporation is TALENT SCOUTS USA, INC.

ARTICLE II - DURATION

The corporation shall commence its existence on the date of filing and acknowledgment of these Articles and its existence shall be perpetual.

ARTICLE III - PURPOSE

This 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.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 100,000 shares of common stock with a par value of \$0.00, which shall be designated "Common Shares".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is:

100 S.E. Second Street
Suite 2750
Miami, Florida 33131

and the name of the initial registered agent of this corporation is:

DAVID M. GOLDSTEIN, ESQUIRE

SECRETARY OF STATE
TALENT SCOUTS USA, INC.
PALM BEACH, FLORIDA

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ARTICLE VI - PRINCIPAL PLACE OF BUSINESS

The principal place of business of this corporation shall be located at:

1059 Collins Avenue
Suite 1400
Miami Beach, Florida 33139

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be increased or decreased from time to time by the By-Laws, but shall never be less than one (1).

The names and addresses of the initial directors of this corporation are:

GENE COURTIER
President, Treasurer and Secretary
1059 Collins Avenue
Suite 1400
Miami Beach, Florida 33139

ARTICLE VIII - INCORPORATORS

The name(s) and address(es) of the person(s) signing the Articles of this corporation is (are):

DAVID M. GOLDSTEIN, ESQ.
100 S.E. Second Street - Suite 2750
Miami, Florida 33131

ARTICLE IX - BYLAWS

The Board of Directors and the shareholders are both vested with the power to adopt, alter, amend or repeal the By-Law.

ARTICLE X

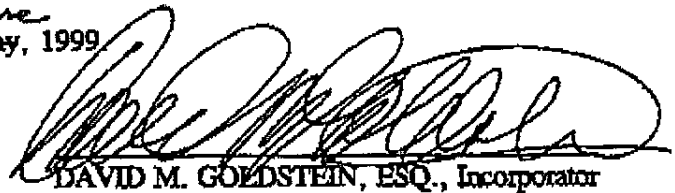
The corporation reserves the right to amend or repeal any provisions contained

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in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation this 29th day of June, 1999.


DAVID M. GOLDSTEIN, ESQ., Incorporator

STATE OF FLORIDA)
) S.S.
COUNTY OF DADE)

BEFORE ME, a notary public, authorized to take acknowledgments in the State and County set forth above, personally appeared DAVID M. GOLDSTEIN, who produced his Florida Driver's License as the required form of identification, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed these Articles of Incorporation.

IT WITNESS WHEREOF, I have set my hand and affixed my official seal in the State and County aforesaid, this 29th day of June, 1999.


NOTARY PUBLIC, State of Florida at Large

My Commission Expires:



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ACKNOWLEDGMENT AND CONSENT
OF REGISTERED AGENT

Having been named initial registered agent to accept service of process on the corporation at the initial registered office designated in these Articles of Incorporation, I hereby accept such status and consent to act in this capacity and agree to comply with all requirements of law pertaining thereto.


DAVID M. GOLDBSTEIN, ESQUIRE

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