



THE UNITED STATES
CORPORATION
COMPANY

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99 JUL 28 AM 8:57

ACCOUNT NO. : 072100000032

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

REFERENCE : 322378 8862A

AUTHORIZATION :

Patricia Piggott

COST LIMIT : \$ 78.75

ORDER DATE : July 28, 1999

ORDER TIME : 11:48 AM

ORDER NO. : 322378-005

600002944096--7

CUSTOMER NO: 8862A

CUSTOMER: Ms. Sonya Sterling
MARK S. LONDON, ESQ
MARK S. LONDON, ESQ
4030 C Sheridan Street

Hollywood, FL 33021

RECEIVED

99 JUL 28 PM 1:39

SECRETARY OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: GEOFF GALLO STUDIOS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds

EXAMINER'S INITIALS:

PH 7/29/99

ARTICLES OF INCORPORATION
OF
GEOFF GALLO STUDIOS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, MARK S. LONDON, being of legal age, do hereby sign these presents for the purpose of becoming a corporation under the laws of the State of Florida authorizing the formation of corporations.

ARTICLE I - NAME

The name of the corporation shall be: GEOFF GALLO STUDIOS, INC.

ARTICLE II - NATURE OF BUSINESS

The general nature of the business and the objects and purposes to be transacted and carried on are to exercise all of the powers which are now or may hereafter be conferred upon corporations generally by the laws of the United States, State of Florida. or any other state, country, territory or nation.

ARTICLE III - CAPITAL STOCK

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows: 1,000 shares, One (\$1.00) Dollar par value, Common Stock.

ARTICLE IV - TERM OF EXISTENCE

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

ARTICLE V - PRINCIPAL ADDRESS

The initial street address of said corporation shall be 4030-C Sheridan Street, Hollywood, FL 33021 with the privilege of having its offices and branch offices at other places within or without the State of Florida.

ARTICLE VI - OFFICERS AND DIRECTORS

The name and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

GEOFF GALLO
4030-C Sheridan Street
Hollywood, FL 33021

President/Director

TIMOTHY T. TENTINGER
4030-C Sheridan Street
Hollywood, FL 33021

Secretary/Treasurer

MARK S. LONDON
4030-C Sheridan Street
Hollywood, FL 33021

Director

ARTICLE VII - INCORPORATOR

The name and street address of the person who is the incorporator and who is appointed to act as Director until the first annual meeting of the stockholders or until his successor is elected and shall qualify is:

MARK S. LONDON
4030-C Sheridan Street
Hollywood, FL 33021

ARTICLE VIII - AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Each amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon.

ARTICLE IX - REGISTERED OFFICE

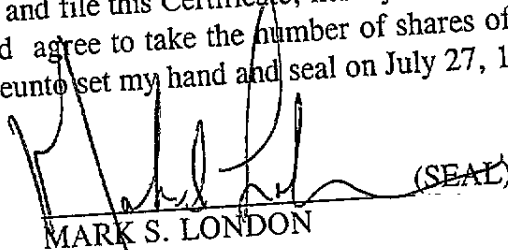
The address of the registered office of this corporation shall be: 4030-C Sheridan Street,
Hollywood, FL 33021

ARTICLE X - REGISTERED AGENT

The corporation has designated as its Registered Agent:

MARK S. LONDON
4030-C Sheridan Street
Hollywood, Florida 33021

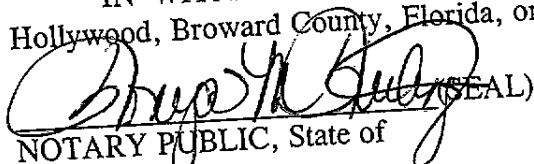
IN WITNESS WHEREOF, I, the undersigned, being the original subscriber to the capital stock herein above named, and for the purpose of forming a corporation pursuant to the corporation law of the State of Florida, do make and file this Certificate, hereby declaring and certifying that the facts herein stated are true and agree to take the number of shares of stock herein above set forth, and accordingly have hereunto set my hand and seal on July 27, 1999 at Hollywood, Broward County, Florida.

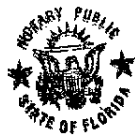

MARK S. LONDON (SEAL)

STATE OF FLORIDA)
) SS:
COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, personally appeared MARK S. LONDON, to me well known and known to me to be the person described in and who executed the foregoing Certificate of Incorporation, and he acknowledged to and before me that he executed the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto affixed my hand and official seal at Hollywood, Broward County, Florida, on July 27, 1999.


NOTARY PUBLIC, State of
Florida at Large
My Commission Expires:



SONYA M STERLING
My Commission CC489078
Expires Sep. 05, 1999

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 Chapter 48.091, Florida Statutes, the following is submitted, in
compliance with said Act:

First--That GEOFF GALLO STUDIOS, INC., desiring to organize under the laws of the
State of Florida, with its principal office, as in the Articles of Incorporation at: 4030-C Sheridan
Street, Hollywood, FL 33021, County of Broward, State of Florida, named:

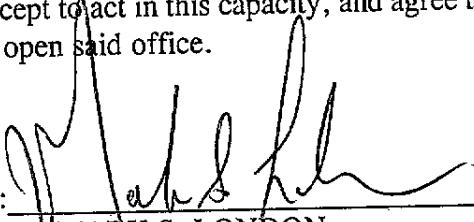
MARK S. LONDON
4030-C Sheridan Street
Hollywood, Florida 33021

as its agent to accept service of process with the state.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

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

By:


MARK S. LONDON
(Registered Agent)

FILED
99 JUL 28 AM 8:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA