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99000081082

September 2, 1999

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

Re: TANDEM PRODUCTIONS, INC.

Gentlemen:

Please find enclosed two (2) copies of the Articles of Incorporation for the above-referenced corporation. Also enclosed is my check in the amount of \$122.50 to cover the cost of filing the Articles (\$35.00), Registered Agent Designation (\$35.00), and Certified copy (\$52.50). Please return the copy to the above address.

Thank you for your prompt attention to this matter.

Sincerely,

Bibi Robinson

Bibi Robinson
Legal Secretary

Enclosures

700002979587-2
-09/07/99-01090-002
****122.50 *****78.75

D. BROWN SEP 14 1999

ARTICLES OF INCORPORATION

OF

TANDEM PRODUCTIONS, INC.

FILED
99 SEP -7 AM 7:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I — NAME

The name of this corporation is TANDEM PRODUCTIONS, INC. The principle place of business and the mailing address of this corporation shall be: 1458 Rodman Street, Hollywood, Florida, 33020.

ARTICLE II — DURATION

This corporation shall have perpetual existence commencing on the date of this filing of these Articles with the Department of State.

ARTICLE III — PURPOSE

This corporation is organized primarily for the purpose of developing, producing, promoting, marketing, and/or arranging for the production, promotion, and marketing of projects involving music and the arts; development of related projects; producing, and/or arranging for the production of advertising, commercials, and film projects relating to the arts and fashion industry; and transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes, as now exists or may after be amended.

ARTICLE IV — CAPITAL STOCK

This corporation is authorized to issue 1000 shares of no par value common stock which shall be designated as "Common Stock".

ARTICLE V — PRE-EMPTIVE RIGHTS

Pursuant to Florida Statutes §607.0630, as amended from time to time, every shareholder, upon the sale for cash of any new stock of this corporation, 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: 764 N.E. 111th Street, Biscayne Park, Florida, 33161, and the name of the initial registered agent of this corporation at that address is: Geoffrey K. Robinson, Esq.

ARTICLE VII — INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) Director constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by the bylaws; however, there shall never be less than one (1) Director nor more than three (3). The name and address of the initial Board of Directors of the corporation is:

DAWN BOLLER
1458 Rodman Street
Hollywood, Florida 33020

ARTICLE VIII — INCORPORATORS

The name and address of the Incorporator signing these Articles is: Dawn Boller, 1458 Rodman Street, Hollywood, Florida, 33020.

ARTICLE 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 hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the 2nd day of September, 1999.

Dawn Boller

DAWN BOLLER
Incorporator

STATE OF FLORIDA :
SS
COUNTY OF MIAMI-DADE :

The foregoing instrument was acknowledged before me this 2nd day of September, 1999, by DAWN BOLLER.

Bibi Bogdan Robinson

BIBI BOGDAN ROBINSON
Notary Public,
State of Florida



Personally Known X OR Produced Identification
Type of Identification Produced _____

99 SEP -7 AM 7:30
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE DESIGNATING REGISTERED AGENT AND
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF
AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Sections 48.091 and 607.034, Florida Statutes, the following is submitted:

FIRST that TANDEM PRODUCTIONS, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 1458 Rodman Street, Hollywood, Florida, 33020, has named Geoffrey K. Robinson, Esq., located at 764 N.E. 111th Street, Biscayne Park, Florida, 33161, as its agent to accept service of process within Florida.

Dated: 9-2-99



DAWN BOLLER
Incorporator

Having been named to accept service of process for the above named corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.



GEOFFREY K. ROBINSON
Registered Agent