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November 5, 1999

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Secretary of State
Corporations Division
PO Box 6327
Tallahassee, FL 32314

Re: Formation of Corporation, Brass Ring Productions, Inc.

Sirs:

Enclosed find original and one copy of Articles of proposed corporation, cited above, together with my check for \$122.50 to cover the costs.

Please return the Certificate of Incorporation and the copy of the Articles and Resident Agent Certificate.

Cordially,

Harold A. Greene
HAG:s
Enclosures: per text

FILED
99 NOV 10 AM 8:00
SECRETARY OF STATE
TALLAHASSEE FLORIDA

CB
11-12-99
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ARTICLES OF INCORPORATION
OF
BRASS RING PRODUCTIONS, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE 1: NAME

The name of the Corporation is

BRASS RING PRODUCTIONS, INC.

The address of the principal office of this corporation shall be:

c/o Harrison Klein
1780 N. E. 191 St., Suite 310, No. Miami Beach, FL 33179

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TALLAHASSEE FLORIDA

ARTICLE 2: NATURE OF BUSINESS

This Corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE 3: PRINCIPAL OFFICE

The principal office and post office address of the Corporation shall be:

1780 N. E. 191 Street, Suite 310, No. Miami Beach, FL 33179

ARTICLE 4: REGISTERED AGENT

The street address of the registered office of this Corporation is:

1780 N. E. 191 Street, Suite 310, No. Miami Beach, FL 33179

and the name of the registered agent of this Corporation at that address

is HARRISON KLEIN.

ARTICLE 5: CAPITAL STOCK

The maximum number of shares of stocks that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having no par value per share.

ARTICLE 6: TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE 7: DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have ONE director, initially. The names and the street addresses of the initial member(s) of the Board of Directors, are:

DIRECTOR: HARRISON KLEIN, 1780 N. E. 191 Street, Suite 310, No. Miami Beach, FL 33179

ARTICLE 8: OFFICERS

The officers of the Corporation shall be a President, a Vice President, a Secretary, a Treasurer, and such assistants to such officers as the Board may deem appropriate.

8.1 Initial Officers. The names 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:

HARRISON KLEIN, President, Secretary and Treasurer.

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ARTICLE 9: INCORPORATOR

The name and the street address of the incorporator to these Articles of Incorporation is:

Harrison Klein, 1780 N. E. 191 Street, Suite 310, No. Miami Beach, FL 33179

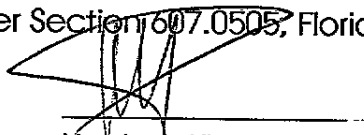
IN WITNESS WHEREOF, the undersigned incorporator has hereunto set his hand and seal this 8th day of November, 1999.



Harrison Klein

ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN ARTICLES OF INCORPORATION

Harrison Klein, having a business office located at 1780 NE 191 St, Suite 310, No. Miami Beach, FL 33179, having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.



Harrison Klein