EDWARD de R. CAYIA, P.A.
ATTORNEY AT LAW
432 N.E. THIRD AVENUE
FORT LAUDERDALE, FLORIDA 33301-3234
(954) 765-1400 / FAX (954) 765-1421

P01000054803

April 24, 2001

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

200004082712--1
-04/27/01--01006--005
*****78.75 *****78.75

Re: NEMESIS ENTERTAINMENT, INC.

Dear Sir or Madam:

Enclosed herewith please find the Articles of Incorporation for the above-referenced corporation, and my operating account check in the amount of $78.75 covering the various fees.

Please forward a certified copy of the Articles, and the Charter Number to this office at the above address.

Thank you for your attention to this matter.

Sincerely,

Edward de R. Cayia, P.A.
EC/ss
Enclosures

FILED
01 JUN -4 PM 2:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

301-9049
75

JUN 04 2001

FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

April 30, 2001

EDWARD DE R. CAYLA, P.A.
432 NE 3 AVE
FT LAUDERDALE, FL 33301-3234

SUBJECT: NEMESIS ENTERTAINMENT, INC.
Ref. Number: W01000009644

We have received your document for NEMESIS ENTERTAINMENT, INC. and your check(s) totaling $78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6927.

Tracy Smith
Document Specialist
New Filing Section

Letter Number: 901A00025451

FILED
01 JUN -4 PM 2:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

NORPICKS ENTERTAINMENT, INC.

ARTICLE I. NAME

The name of the corporation shall be NORPICKS ENTERTAINMENT, INC.

ARTICLE II. TERM OF EXISTENCE

The corporation shall have perpetual existence commencing on the date of filing of these Articles of Incorporation.

ARTICLE III. PURPOSE

This corporation is organized for the following purposes: To engage in all legally authorized business practices in the State of Florida, including but not limited to the creation, performance, recording, reproduction, licensing, investing, marketing, and distribution of artistic talent in the amusement, entertainment, film, and musical fields; to acquire copyrights on songs, lyrics, and musical compositions; to license and use such material for mechanical or other reproductions; to license the use by vocal, instrumental, or any other means known or to be known; to print, sell, and distribute sheet music; to acquire rights in literary and musical properties, and publish the same under contract; and to do any and all acts necessary to the fulfillment of such endeavors.

ARTICLE IV. CAPITAL STOCK

This corporation is authorized to issue 100 shares of $5.00 value stock.

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal office of this corporation is: Boca Commerce Park, 10058 Spanish Isles Boulevard, Suite F-10, Boca Raton, FL 33498. The name of the initial registered agent of this corporation at that address is FLOYD COWANS.

ARTICLE VI. INITIAL BOARD OF DIRECTORS

This corporation shall have three (3) Directors initially. The number of Directors may be increased or decreased from time to time according to the ByLaws. The names and addresses of the initial Directors of the corporation are FLOYD COWANS, JANET COWANS, and STEVEN SMIKLE of Boca Commerce Park, 10058 Spanish Isles Boulevard, Suite F-10, Boca Raton, FL 33498

ARTICLE VII. INCORPORATION

The name and address of the person signing these Articles of Incorporation is as follows: FLOYD COWANS of Boca Commerce Park, 10058 Spanish Isles Boulevard, Suite F-10, Boca Raton, FL 33498.

ARTICLE VIII. BYLAWS

The power to adopt, alter, amend or repeal the ByLaws shall be vested in the Board of Directors.

ARTICLE IX. RESTRICTIONS ON TRANSFER OF STOCK

Shares of capital stock of this corporation shall not be resold or otherwise transferred to other persons unless such shares are first offered to the initial shareholders of the corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all of the shareholders of this corporation.

ARTICLE X. CALLING OF SPECIAL MEETING

Special meetings of shareholders may be called by written notice delivered to each shareholder three (3) business days prior to the meeting date.

ARTICLE XI. SHAREHOLDER QUORUM AND VOTING

Sixty six percent (66%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum of a meeting of shareholders. If a quorum is present, the affirmative vote of sixty six percent (66%) of the shares entitled to vote shall be the act of the shareholders.

ARTICLE XII. MANAGEMENT OF CORPORATION BY DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation, shall be managed under the direction of the Board of Directors of the corporation.

ARTICLE XIII. DIRECTOR QUORUM AND VOTING

Two (2) Directors shall constitute a quorum for a meeting of the Directors. If a quorum is present, the affirmative vote of the majority of the Directors shall be the act of the Board of Directors.

ARTICLE XIV. MEETING BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in meetings of the Board of Directors by means of a conference telephone, as provided by law.

ARTICLE XV. ACTION BY DIRECTORS WITHOUT A MEETING

The Directors of this corporation may take action by written consent, as provided by law.

ARTICLE XIX. INDEMNIFICATION

This corporation shall indemnify all officers or Directors or former officer or Director, to the full extent permitted by law.

ARTICLE XX. AMENDMENT

This corporation reserves the right to amend or repent any provision in these Articles of Incorporation or any amendment thereto, 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 this 18 day of May, 2001.

FILED
01 JUN -4 PM 2:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLOYD COWANS, Incorporator

STATE OF FLORIDA)
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me on this 18th day of May, 2001, by FLOYD COWANS, who is personally known to me, or identified himself by ________________, on oath.

Donna M. D'Giff
MY COMMISSION # CC898439
EXPIRES: January 8, 2004
Bonded Thru Western Surety Company

My Commission Expires:

Notary Public - State of Florida at Large

The undersigned, having been named as Registered Agent to accept Service of Process for NORPICKS ENTERTAINMENT, INC., at Boca Commerce Park, 10058 Spanish Isles Boulevard, Suite F-10, Boca Raton, FL 33498, does hereby agree to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the complete and proper performance of his duties.

FLOYD COWANS, Reg. Agent