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Louise C. West
West Entertainment Services, Inc.
39 West 56th Street, Third Floor
New York, New York 10019

Tel: (212) 307-1459

Fax: (212) 307-0187

August 21, 2001

VIA REGULAR MAIL
Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

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-08/27/01--01089--012
*****78.75 *****78.75

Re: Gigz Publicity & Merchandising, Inc.
(Certificate of Incorporation)

To whom it may concern:

Enclosed you will find two (2) copies of the Certificate of Incorporation for Gigz Publicity & Merchandising, Inc. and a check payable to Florida Department of State, for the amount of Seventy Eight Dollars and Seventy Five Cents (\$78.75). This money to be applied to fees as follows:

Filing Fees: \$35.00
Registered Agent Designation: \$35.00
Certified Copy: \$8.75
Total: \$78.75

In addition, I have enclosed a self-addressed envelope for return of the certified copy. If you have any further questions, please contact me at (212) 307-1459. Thank you for your attention to this matter.

Sincerely,

Aliya J. Nelson

Aliya J. Nelson, Esq.

cc: Louise C. West, Esq.

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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PS 8/27/01

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CERTIFICATE OF INCORPORATION

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OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

GIGZ PUBLICITY & MERCHANDISING, INC.

The undersigned, being of legal age, in order to form a corporation under and pursuant to the laws of the State of Florida, do hereby set forth as follows:

FIRST: The name of the corporation is Gigz Publicity & Merchandising, Inc.

SECOND: The address of the initial registered and principal office of this corporation in this state is: 15251 North East 18th Avenue, North Miami Beach, Florida 33702.

THIRD: The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the corporation laws of the State of Florida.

FOURTH: The corporation shall be authorized to issue the following shares:

<u>Class</u>	<u>Number of Shares</u>	<u>Par Value</u>
Common	200	None

FIFTH: The name and address of the incorporator are as follows:

<u>Name</u>	<u>ADDRESS</u>
Aliya J. Nelson, Esq.	West Entertainment Service, Inc. 39 West 56 th Street, 3 rd Floor New York, New York 10019

SIXTH: The corporation reserves the rights to amend, alter, change or repeal any provision contained in this certificate of incorporation in the manner now or hereafter prescribed by law, and all rights and powers conferred herein on stockholders, directors and officers are subject to this reserved power.

SEVENTH: The authorized registered agent of the corporation shall be: Carl Bosse, Gigz Publicity & Merchandising, Inc., 15251 North East 18th Avenue, North Miami Beach, Florida 33702.

I hereby am familiar with and accept the duties and responsibilities as Registered agent.

Signed: Carl Bosse
CARL BOSSE

IN WITNESS WHEREOF, the undersigned hereby executes this document and affirms that the facts set forth herein are true under the penalties of perjury this 20th day of August.

Aliya J. Nelson
Incorporator

Aliya J. Nelson, Esq.
West Entertainment Services, Inc.
39 West 56th Street, 3rd Floor
New York, New York 10019

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA