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FLORIDA PROFIT CORPORATION OR P.A.

SGZ ENTERTAINMENT, INC.

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TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
SGZ ENTERTAINMENT, INC.**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE I

The name of the corporation is SGZ ENTERTAINMENT, INC. (the "Corporation").

ARTICLE II

The address of the principal office and the mailing address of the Corporation is 14581 Sheridan Street, Ft. Lauderdale, Florida 33330.

ARTICLE III

This Corporation shall have authority to issue One Thousand (1,000) shares of Common Capital Stock having a par value of \$0.01 per share.

ARTICLE IV

The Corporation shall hold a special meeting of shareholders only:

- (1) On call of the Board of Directors or persons authorized to do so by the Corporation's Bylaws; or
- (2) If the holders of not less than 50 percent of all votes entitled to be cast on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

ARTICLE V

The street address of the Corporation's initial registered office is 103 North Meridian Street, Lower Level, Tallahassee, FL 32301 and the name of its initial registered agent at such office is CorpDirect Agents, Inc.

ARTICLE VI

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws. The number of directors constituting the initial Board of Directors is two (2), and the names and addresses of the members of the initial Board of Directors, who are to serve as the Corporation's directors until successors are duly elected and qualified are:

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George Zamora
14581 Sheridan Street
Ft. Lauderdale, Fl 33330

Sergio George
14581 Sheridan Street
Ft. Lauderdale, Fl 33330

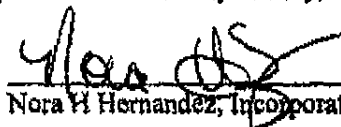
ARTICLE VII

The name of the Incorporator is Nora H. Hernandez and the address of the Incorporator is 1221 Brickell Avenue, Miami, Fl 33131.

ARTICLE VIII

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 10th day of May, 2004.



Nora H Hernandez, Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of SGZ Entertainment, Inc., hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §607.0505.



CorpDirect Agents, Inc
Agent for the Registered Agent

Dated: May 11TH, 2004

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TALLAHASSEE, FLORIDA

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