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VIP Club Card, Inc.
Corporate Office:
6251 44th Street North
Suite 1923
Pinellas Park, FL 33781
Telephone (813) 521-1955
Fax (813) 521-1854
1-800-VIP-4011

WEBSITE: WWW.VIPCLUBCARD.COM

FILED
97 APR 15 AM 10: 03

SECRETARY OF STATE
TALLAHASSEE, FLORIDA



EXPIRE DATE

4-14-97

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4-14-97

Please Certify our Copies
And Return Fed ex.
With the Enclosed Slip.
If you HAVE ANY questions
PLEASE CALL Beth AT
813-521-1955.

BH
4/16/97

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, a natural person acting as incorporator of a corporation under the Florida General Corporation Act, Adopts the following Articles Of Incorporation for such corporation.

ARTICLE I: CORPORATE NAME

EFFECTIVE DATE
4-14-97

The name of this Corporation is ENTERTAINMENT NETWORK, INC. located at 6251 44th Street North, Pinellas Park, Florida 33781.

ARTICLE II: TERM OF EXISTENCE

This Corporation shall have perpetual existence, commencing upon the filing and approval of these Articles of Incorporation with and by the Secretary of State of the State of Florida.

ARTICLE III: CORPORATE PURPOSE AND POWERS

The Corporation is authorized to engage in any activity or business now or hereafter authorized and permitted under the laws of the United States and the State of Florida to include but not necessarily be limited to the following:

- A. To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated.
- B. To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the Corporation may determine, issue its notes, bonds, and other obligations, and secure any of its property, franchises, and income.
- C. To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.
- D. To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any of its property and assets.
- E. To be a promoter, incorporator, general partner, limited partner, member, associate, or manager of any corporation, partnership, limited partnership, joint venture, trust or other enterprise.

H. To pay pensions and establish pension plans, profit sharing plans, stock bonus plans stock option plans and other incentive plans for nay or all of its directors, officers, and employees of its subsidiaries.

I. To transact any lawful business which the Board of Directors shall find to be in aid of government policy.

J. To make donations for the public welfare or for charitable, scientific or educational purposes.

K. To lend money to, and use for its credit to assist, its officers and employees in accordance with section 607.141, Florida Statues.

L. To purchase, take, receive, or otherwise acquire, hold, own, pledge, grant a security interest in, transfer or otherwise dispose of its own shares.

M. To elect or appoint officers and agents of the Corporation and define their duties and fix their compensation.

N. To make and alter by-laws, not inconsistent with these Articles of Incorporation or with the laws of the State of Florida, for the administration and regulations of the affairs of the Corporation.

O. To have a corporate seal and to use the same by causing it, or a facsimile thereof, to be impressed, affixed or in any other manner reproduced.

P. To engage in any activity or business permitted under the laws of the United States and of the State of Florida. None of the objects, purposes and powers set forth, except where otherwise specified in this Article, shall be in any way limited or restricted by reference to or inference from the terms of any other objects, purposes an powers specified in each of the clauses in the Articles shall be regarded as independent objects, purposes and powers.

ARTICLE IV: AUTHORIZED SHARES

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 100 shares of common stock having a par value of \$1.00. The sum of the par value of all shares of capital stock of the Corporation that have been issued shall be the stated capitol of the Corporation at any particular time.

ARTICLE V: DIVIDENDS

The holders of the outstanding stock shall be entitled to receive, when and as

ARTICLE VI: REGISTERED AGENT AND INTITAL REGISTERED OFFICE

The Registered Agent and the street address of the initial registered office of this Corporation in the State of Florida is DAN MARSHLACK, 10355 Paradise Boulevard - #104, Treasure Island, Florida 33706. Said Registered Agent, by virtue of his signature on the last page of these Articles of Incorporation acknowledges appointment as such Registered Agent and agrees to accept service of process for this Corporation.

The Board of Directors from time to time may move the registered office to any other address in the State of Florida.

ARTICLE VII: MANAGEMENT

The business of this Corporation shall be managed by its Board of Directors and said Board of Directors shall have complete charge of the business of the Corporation. The Board of Directors shall elect the officers of the Corporation who shall consist of a President and Secretary and such other officers as the Board of Directors may deem advisable. The Board of Directors may determine the Compensation of such officers.

ARTICLE VIII: BOARD OF DIRECTORS

The initial Board of Directors shall consist of a minimum of one (1) and a maximum of five (5) members, who need not be residents of the state of Florida or shareholders of the Corporation. The number of Directors may be increased or diminished from time to time by by-laws adopted by the stockholders, but shall never be less than one.

The names and addresses of the initial Directors of this Corporation, who shall serve as Directors until the first annual meeting of shareholders or until their successors shall have been elected and qualified, are as follows: DAN MARSHLACK, 10355 Paradise Boulevard - #104, Treasure Island, Florida 33706.

ARTICLE IX: INCORPORATOR

The name and street address of the person signing these Articles of Incorporation as the incorporator is DAN MARSHALCK, 10355 Paradise Boulevard - #104, Treasure Island, Florida 33706.

ARTICLE X: AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law.

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97 APR 15 AM 10:03

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE XI: EFFECTIVE DATE

Pursuant to Section 607.0123 of the Florida Statutes, the effective date of this document shall be April 14, 1997.

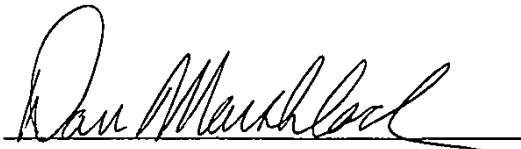
IN WITNESS WHEREOF, the undersigned, as incorporator, has executed the foregoing Articles of Incorporation this 14 day of April, 1997



DAN MARSHLACK - Incorporator

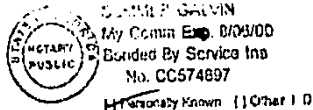
Acceptance of appointment as Registered Agent:

DAN MARSHLACK



DAN MARSHLACK

STATE OF FLORIDA :



COUNTY OF PINELLAS :

BEFORE ME, a Notary Public, personally appeared DAN MARSHLACK, to me well known to be the person described as the Incorporator, who executed the foregoing Articles of Incorporation and who acknowledged before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 14 day of April, 1997.