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March 11, 1998

Secretary of State  
Division of Corporations  
PO Box 6327  
Tallahassee, Fl. 32301

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-03/27/98--01041--010  
\*\*\*\*122.50 \*\*\*\*122.50

Re: Stage-1 Talent, Inc.

Dear Sir or Madam:

Enclosed for filing please find original and one copy of the Articles of Incorporation, and a registered agents certificate. Also enclosed is our check in the amount of \$122.50 for your filing fees.

Please file the Articles of Incorporation to commence corporate existence and return the certified copy of the Articles of Incorporation to our office at the earliest convenience.

Thank you for your attention to this matter.

Very Truly Yours,

*Sal Dimartino*  
Sal Dimartino - President

tel - 753-3113

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

98 MAR 27 AM 9:48

FILED

CB  
3/31/98

**ARTICLES OF INCORPORATION**  
**OF**  
**STAGE 1 TALENT, INC.**

**FILED**  
98 MAR 27 AM 9:48  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation:

**ARTICLE I**  
**CORPORATE NAME**

The name of the corporation shall be Stage-1 Talent , Inc. and the corporations principal address shall be 12798 Forest Hill Blvd. Suite 102, Wellington, Fl. 33414.

**ARTICLE II**  
**TERMS OF EXISTENCE**

This corporation shall have perpetual existence.

**ARTICLE III**  
**NATURE OF BUSINESS AND POWERS**

The purposes for which the corporation is organized are to engage in the business of international trading, import, export, sales of goods, purchase of goods, and the general nature of the business to be transacted by this corporation is to engage in any and all business permitted under the laws of the United States of America and the State of Florida.

**ARTICLE IV**  
**CAPITAL STOCK**

The corporation shall have the authority to issue 100 shares, all of one class of capital stock, with a par value of \$1.00 per share.

**ARTICLE V**  
**REGISTERED AGENT AND INITIAL OFFICE**

The address of the corporation's initial registered office is 12798 Forest Hill Blvd. Suite 102, Wellington, Fl. 33414, and the name of the initial registered agent is Sal Dimartino.

ARTICLE VI  
BOARD OF DIRECTORS AND INITIAL DIRECTORS

This corporation shall have two directors initially. 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 number of directors constituting its initial Board of Directors whose name and address is:

Sal Dimartino	1119 Waterway Village Ct West Palm Beach, Fl. 33413
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Lawrence Pesce	2101 Vinings Circle Wellington, Fl. 33414
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ARTICLE VII  
INCORPORATOR.

The name and address of the incorporator is Sal Dimartino, 1119 Waterway Village Ct., West Palm Beach, Fl. 33413.

ARTICLE VIII  
AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. The shareholders shall have the power to adopt, amend, alter, change or repeal the Articles of Incorporation when proposed and approved at a stockholders meeting, with not less than a majority vote of common stock.

ARTICLE IX  
PRE-EMPTIVE RIGHTS

The holders of the common stock of this corporation shall have the pre-emptive right to purchase, at prices, terms, and conditions that shall be fixed by the Board of Directors, such of the shares of stock of this corporation as may be issued for money ( money or any property or services) from time to time, in addition to the stock authorized by the corporation. The pre-emptive right of any holder is determined by the ratio of the authorized shares of common stock held by the holder to all shares of common stock currently authorized.

ARTICLE X  
EFFECTIVE DATE

Pursuant to Florida Statute Section 607.0203(1) (1991), the effective date of the commencement of corporate existence is when these Articles of Incorporation are filed with the Florida Department of State.

IN WITNESS WHEREOF, the undersigned, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, does make and file this certificate, hereby declaring and certifying that the facts herein stated are true, and does agree to take the number of shares hereinabove set forth, and hereunto sets his hand and seal this 25<sup>th</sup> day of March, 1998.

*Sal Dimartino*  
Sal Dimartino - Incorporator

STATE OF FLORIDA

SS: 088-56-5492

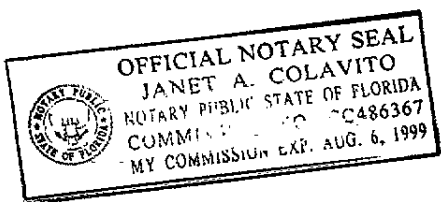
COUNTY OF PALM BEACH

BEFORE ME, the undersigned authority, duly authorize to take acknowledgements and administer oaths, personally appeared Sal Dimartino, party to the foregoing Articles of Incorporation, known to be personally to be such, and having further provided proof of identification by Florida Driver's License No. D563 A0712070, and I have first made known to him the contents of said Articles, he did acknowledge that he signed, sealed and delivered the same as his voluntary act and deed, and deposed that the facts therein stated were truly set forth.

WITNESS my hand and official seal this 25 day of March, 1998.

*Janet A. Colavito*  
Notary Public

My Commission Expires:



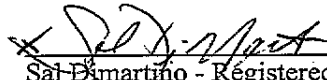
**CERTIFICATE DESIGNATING REGISTERED OFFICE  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,  
NAMING REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance to chapter 48.091, Florida Statutes (1991), the following is submitted, in compliance with said Act:

First - that Stage-1 Talent , Inc. desiring to organize under the laws of the State of Florida with it's registered office, as indicated in the Articles of Incorporation at the city of Wellington, County of Palm Beach, State of Florida, has named Sal Dimartino, located at 12798 Forest Hill Blvd Suite 105, Wellington, Fl. 33414, as its agent to accept service of process within this state.

1: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above-stated corporation, at that place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

  
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Sal Dimartino - Registered Agent

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

98 MAR 27 AM 9:18

**FILED**