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TRANSMITTAL LETTER

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

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-07/06/98-01041-016
***131.25 ***131.25

SUBJECT: BOSS PLAYER CORPORATION
(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of articles of incorporation and a check for:

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate

\$122.50
*Filing Fee
& Certified Copy

\$131.25
*Filing Fee,
Certified Copy
& Certificate

*ADDITIONAL COPY REQUIRED

FROM: RICHARD W. GROSS, ESQ.
39 EAST 6TH STREET
HIALEAH, FLORIDA 33010
(305) 883-5595

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

NOTE: Please provide the original and one copy of the articles.

7-8-98
MM

**ARTICLES OF INCORPORATION
OF
BOSS PLAYER CORPORATION**

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be Boss Player Corporation.

ARTICLE II. PRINCIPAL OFFICE

The address of the principal office of this corporation shall be Mr. Joanel Jr Orelus, c/o Richard W. Gross Esq., 39 East 6th Street, Hialeah, Florida 33010

ARTICLE III. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE IV. DURATION

The corporation shall exist in perpetuity.

ARTICLE V. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 shares of common stock having no par value per share.

ARTICLE VI. REGISTERED AGENT

The name of the initial registered agent of the corporation shall be Richard W. Gross, Esq., whose street address is 39 East 6th Street, Hialeah, Florida, 33010.

ARTICLE VII. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one (1) Director. The name and street address of the member of the Board of Director is:

Mr. Joanel Jr. Orelus
201 NW 32 Street
Miami, Florida 33142

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ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator of these Articles of Incorporation is:

Richard W. Gross
39 East 6th Street
Hialeah, FL 33010

ARTICLE IX. INDEMNIFICATION

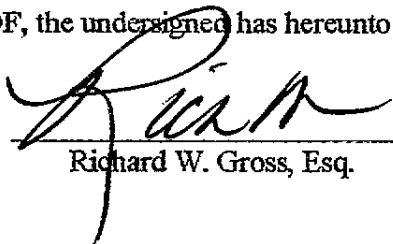
The corporation shall indemnify its officers and directors to the full extent permitted under the law.

ARTICLE X. AMENDMENT

The corporation reserves the right to amend or alter its Articles of Incorporation or any amendments thereto and any rights conferred herein upon the corporation's shareholders are subject thereto.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 29th day of June 29, 1998.

By:

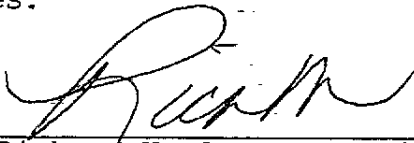


Richard W. Gross, Esq.

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Richard W. Gross, Esquire, a practicing attorney, authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

By:



Richard W. Gross, Esquire

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