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KEVIN H. FABRIKANT

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January 6, 2000

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

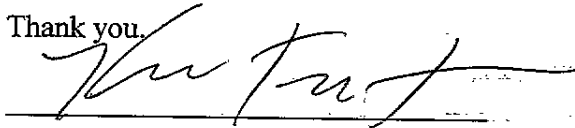
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*****78.75 *****78.75

RE: ARTICLES OF INCORPORATION FOR CAN'T STOP PRODUCTIONS &
ENTERTAINMENT, INC.

I have enclosed an original and one copy of the Articles of Incorporation for the above corporation and a check in the amount of \$78.75.

I have also enclosed a self addressed stamped envelope for your convenience.

Thank you.



FROM: Kevin H. Fabrikant, ESQUIRE
1031 Ives Dairy Road, Suite 228
North Miami Beach, FL 33179
(305) 249-2001

FILED
00 JAN 10 PM 1:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T BROWN JAN 18 2000

ARTICLES OF INCORPORATION

OF

CAN'T STOP PRODUCTIONS AND ENTERTAINMENT, INC.

ARTICLE I NAME

The name of the corporation shall be:

CAN'T STOP PRODUCTIONS AND ENTERTAINMENT, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

111 NW 183 Street
Suite 404
North Miami, FL 33169

ARTICLE III CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

1,000 shares of the par value of \$1.00 each

ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

Kevin H. Fabrikant, ESQUIRE
1031 Ives Dairy Road
Suite 228
North Miami Beach, FL 33179

ARTICLE V INCORPORATOR

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

Kevin K. Spence
1110 NW 182 Street
North Miami Beach, FL 33169

The undersigned has executed these Articles of Incorporation this 7th day of January
2000.

Kevin K. Spence

FILED
00 JAN 10 PM 1:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

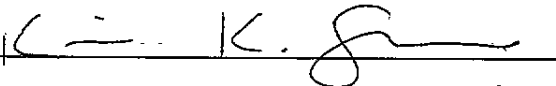
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00 JAN 10 PM 1:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: Can't Stop Productions & Entertainment, Inc.
2. The name and address of the registered agent and office is:

Kevin H. Fabrikant, ESQUIRE
1031 Ives Dairy Road
Suite 228
North Miami Beach, FL 33179

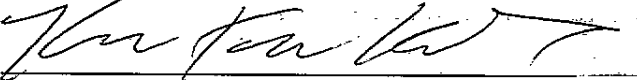
(as specified in Article IV of the Articles of Incorporation)

Signature: 

Title: Incorporator

Date: January 6, 2000

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Signature: 

Date: January 6, 2000