

ROBERT V. WOLFE

Attorney At Law

506 Biltmore Way
Coral Gables, Florida 33134

(305) 448-6493
FAX (305) 448-6377



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January 17, 2000

Division of Corporations
P.O. Box 6327
Tallahassee, Florida, 32314

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-01/24/00--01127--001
****122.00 *****78.75

RE: COOL WORLD ENTERTAINMENT, INC.

Ladies and Gentlemen:

Enclosed herewith please find the original and one copy of the above captioned Articles of Incorporation, together with my check in the sum of \$122.00 representing:

Filing Fee	\$35.00
Resident Agent Fee	35.00
Certified Copy	52.00

Please forward a certified copy of the Articles of Incorporation to my office at your earliest convenience.

Very truly yours,

Robert V. Wolfe
Robert V. Wolfe

RECEIVED
DIVISION OF STATE
TALLAHASSEE, FLORIDA

00 JAN 24 PM 2:59

FILED

RVW/edw

**ARTICLES OF INCORPORATION
OF
COOL WORLD ENTERTAINMENT, INC.**

00 JAN 24 PM 2:59
FILED
STATE DEPT OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of this corporation is **COOL WORLD ENTERTAINMENT, INC.**

ARTICLE II. DURATION

This corporation shall have perpetual existence commencing on the date of this filing of these Articles of Incorporation with the Department of State.

ARTICLE III. PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business. Subject to limitations provided by law, to act as an agent or broker in connection with the purchase or sale of real or personal property of whatsoever kind, and to apply for and obtain any and all governmental permits in connection therewith.

ARTICLE IV. LOCATION

To carry out all or any part of the foregoing objects and powers and to conduct its business in all its branches in the State of Florida and in any or all other states, territories, districts, colonies and dependencies of the United States of America and in any or all foreign countries and to have one or more offices outside the state of Florida; provided that this corporation shall not carry out any object, or exercise any power, or conduct any business, in any jurisdiction outside the state of Florida, except to the extent permitted by the laws of such jurisdiction. The principle office,

mailing address and place of business is 8795 N.W. 27th Avenue, Florida, 33147.

ARTICLE V. CAPITAL STOCK

This corporation is authorized to issue 500 shares of \$1.00 par value common stock which shall be designated as "Common Shares."

ARTICLE VI. PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 8795 N.W. 27th Avenue, Miami, Florida, 33147 and the name of the initial registered agent of this corporation at that address is **DARREN TODD ETTER**.

ARTICLE VIII. OFFICERS AND DIRECTORS

This corporation shall have two Directors constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time by the by-laws. The name and address of the initial officers and Board of Directors of this corporation are:

JAVIER MACHADO, Director, President, Sec.
8795 N.W. 27th Avenue
Miami, Florida, 33147

DARREN TODD ETTER, Director, Vice President, Treasurer
8795 N.W. 27th Avenue
Miami, Florida, 33147

ARTICLE IX. INCORPORATOR

The name and address of the incorporator signing these articles is: DARREN TODD ETTER, 8795 N.W. 27th Avenue, Miami, Florida, 33147.

ARTICLE X. INDEMNIFICATION

This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XI. AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the date of signing.

DATED: JANUARY 17, 2000..

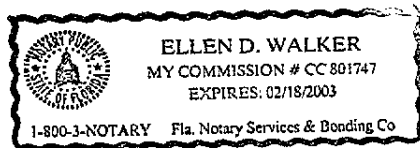


DARREN TODD ETTER

STATE OF FLORIDA)
)
COUNTY OF DADE)

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared **DARREN TODD ETTER** to be and known by me to be the person and executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in the State and County last aforesaid, this 17th day of January, 2000.



Ellen D. Walker
ELLEN D. WALKER
NOTARY PUBLIC, STATE OF FLORIDA
AT LARGE

**CERTIFICATE DESIGNATING PLACE AND NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

First, that **DARREN TODD ETTER** desired to organize or qualify under the laws of the State of Florida, and has named **DARREN TODD ETTER**, 8795 N.W. 27th Avenue, Miami, Florida, 33147, as its agent to accept service of process within Florida.

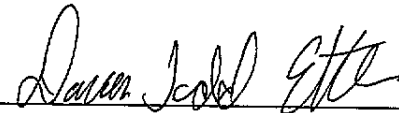
DATED: January, 17 2000.

Darren Todd Etter
DARREN TODD ETTER

ACCEPTANCE OF DESIGNATION BY REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in the Articles, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.

DATED: JANUARY 17, 2000.


DARREN TODD ETTER

FILED
00 JAN 24 PM 2:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA