

P00000030992

KORTA & COMPANY

14502 North Dale Mabry Highway, Suite 200 • Tampa, Florida 33618
Phone 813-269-8075 • Fax 813-269-7882
korta@mindspring.com

March 15, 2000

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

800003180418--2
-03/22/00--01091--006
*****70.00 *****70.00

Subject: High Class Entertainment.com, Inc.

Dear Sir or Madam:

Enclosed for filing please find the original and one copy of the Articles of Incorporation for the above mentioned corporation and a check in the amount of \$70.00 for the filing fee.

Please return a copy of the filed Articles to the address below:

Korta & Company
14502 North Dale Mabry Highway
Suite 200
Tampa, FL 33618

EFFECTIVE DATE
03-15-00

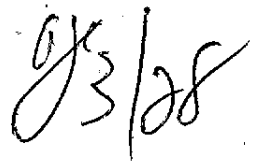
If you have any questions, please do not hesitate to call.

Sincerely,


Jack Korta

JK/ak
Enclosures(3)

FILED
00 MAR 22 PM 12:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



**ARTICLES OF INCORPORATION
OF
High Class Entertainment.com, Inc.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this Corporation shall be:
High Class Entertainment.com, Inc.

ARTICLE II - DURATION

This Corporation shall have perpetual existence commencing
on 03/15/00

ARTICLE III - PURPOSE

This Corporation is organized for the purpose of transacting any
and all lawful business.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue One Thousand (1000)
shares of \$1.00 Par Value Stock.

ARTICLE V - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power
for the election of Directors and for all other purposes shall be
vested exclusively in the holders of the outstanding common shares.

ARTICLE VI - PREEMPTIVE RIGHTS

Every shareholder, upon the sale of any new stock of this
Corporation of the same kind, class or series as that which is
already held, shall have the right to purchase his pro rate share
thereof (as nearly as may be done without assurance of fractional
shares) at the price at which it is offered to others.

EFFECTIVE DATE

03-15-00

ARTICLE VII - INITIAL REGISTERED OFFICE & AGENT

The street address of the initial Registered Agent of this Corporation is
11850 9th Street North, No. 4309, St. Petersburg, FL 33716-1623
and the principal place of business and mailing address of this Corporation is
11850 9th Street North, No. 4309, St. Petersburg, FL 33716-1623
and the name of the initial Registered Agent of this Corporation
is Richard Barrett.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This Corporation shall have two Directors initially. The number of Directors may
either be increased or diminished from time to time by the By-laws, but shall
never be less than one. The names and addresses of the initial Directors of
this Corporation are as follows:

Richard Barrett
11850 9th Street North, No. 4309
St. Petersburg, FL 33716-1623

Traci Levines-Dolcater
4110 Empedrado Street
Tampa, FL 33629

Irene Faber
7655 117th Street
Seminole, FL 33772

The names and addresses of the persons signing these Articles are:

Richard Barrett
11850 9th Street North, No. 4309
St. Petersburg, FL 33716-1623

Traci Levines-Dolcater
4110 Empedrado Street
Tampa, FL 33629

Irene Faber
7655 117th Street
Seminole, FL 33772

ARTICLE IX - AMENDMENT

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

ARTICLE X - BY-LAWS

The power to adopt, alter, amend or repeal By-laws shall be vested in the Board of Directors and the Shareholders.

ARTICLE XI - INDEMNIFICATION

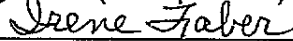
The Corporation shall indemnify any Officer or Director or any former Officer or Director, to the full extent by law.



Director (Incorporator) Signature



Director (Incorporator) Signature



Director (Incorporator) Signature

3-13-2000

Date

3/13/00

Date

3/13/2000

Date

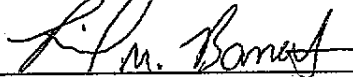
CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091 of the Florida Statutes, the
following is submitted in compliance with said Act:

First: High Class Entertainment.com, Inc.
desiring to organize under the laws of the State of Florida, with its registered
office as indicated in the Articles of Incorporation in the City of St. Petersburg,
County of Pinellas, State of Florida, has named
Richard Barrett, whose business office is located at
11850 9th Street North, No. 4309, St. Petersburg, FL 33716-1623
as its Registered Agent to accept service of
process within this State.

ACKNOWLEDGMENT

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



Registered Agent Signature

3/19/2006

Date

FILED
00 MAR 22 PM 12:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA