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V. Cyprian Adams, P.A.

Attorney at Law

April 11, 2000

Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

FILED
00 APR 13 AM 9:26
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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

Re: A. McKenzie Entertainment, Inc.

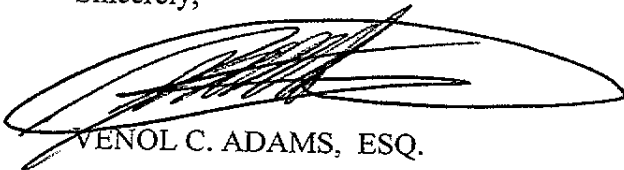
Dear Sir/Madam:

Please find enclosed the following:

1. The original and a copy of the Articles of Incorporation of A. McKenzie Entertainment;
2. A money order in the amount of \$78.50.

Kindly return the copy with the certificate of incorporation at your earliest convenience. If you have any questions, please feel free to contact my office. My appreciation for your consideration.

Sincerely,



VENOL C. ADAMS, ESQ.

VCA/lb

Enclosures

5546 West Oakland Park Boulevard
Suite #220
Lauderhill, Florida 33313

S. Thompson APR 19 2000

**ARTICLES OF INCORPORATION
OF
A. MCKENZIE ENTERTAINMENT, INC.**

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The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a Corporation for profit under Chapter 607 of the Florida Statutes.

**ARTICLE I
CORPORATE NAME**

The name of the Corporation is A. MCKENZIE ENTERTAINMENT , INC. and the initial address of this corporation shall be 604 Wedgewood Plaza Drive, West Palm Beach, Florida 33404.

**ARTICLE II
PURPOSE**

The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the Law of the United States of America and the State of Florida other than the banking business, the trust company business or the practice of a profession permitted to be incorporated by the State of Florida Corporations Code.

**ARTICLE III
REGISTERED OFFICE/AGENT**

The street address of the Corporation's initial registered office in the State of is Florida, is 5546 West Oakland Park Blvd., Suite #220, Lauderhill, Fl 33313 and the name of its initial registered agent at such address is Venol C. Adams and the mailing address is the same.

**ARTICLE IV
AUTHORIZED CAPITAL STOCK**

The total number of shares of which the Corporation shall have the authority to issue are one hundred (100), and the par value of each share shall be one (\$1.00) dollar. The consideration for all of the said stock shall be payable in cash, real or personal property, labor or services in lieu of cash, at the just valuation to be fixed by the Board of Directors of the corporation.

**ARTICLE V
PROVISIONS**

The provisions for the regulations of the internal affairs of the Corporation shall be as set forth in the bylaws.

**ARTICLE VI
DURATION**

The Corporation shall have a perpetual existence.

**ARTICLE VII
BOARD OF DIRECTORS**

The number of directors constituting the initial Board of Directors of the Corporation is one (1).

The name and address of each person who is to serve as members of the initial Board of Directors of the Corporation are as follows:

ALPHEUS ADAMS, 604 Wedgewood Plaza Drive, West Palm Beach, Florida 33404

**ARTICLE VIII
OFFICERS**

The Corporation shall have one (1) officer initially.

The name address and position of each person who is to serve as officers of the Corporation are as follows:

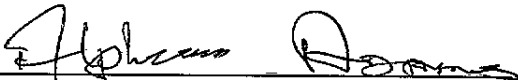
ALPHEUS ADAMS
604 Wedgewood Plaza Drive
West Palm Beach, Florida 33404

President

**ARTICLE IX
INCORPORATOR**

The name and address of the incorporator is: ALPHEUS ADAMS, 604 Wedgewood Plaza Drive, West Palm Beach, Florida 33404.

IN WITNESS THEREOF, the undersigned incorporator has executed these Articles of Incorporation on this, the 28TH day of March, 2000.


Alpheus Adams

CERTIFICATE AND ACKNOWLEDGMENT
OF
REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT OF
A. MCKENZIE ENTERTAINMENT, INC.

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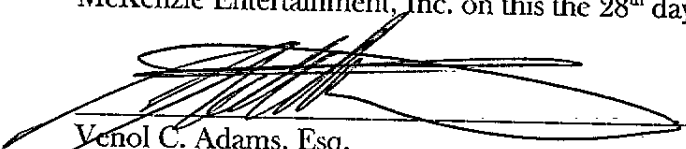
Pursuant to Florida Statutes Sections §§ 48.091, 607.0501, the following is submitted:

The above Corporation, desiring to organize under the Laws of the State of Florida with its registered office as indicated in the Articles of Incorporation at 5546 West Oakland Park Blvd., Suite #220, Lauderhill Florida, has named VENOL C. ADAMS, ESQ., located at the aforesaid address, as its Registered Agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named as Registered Agent to accept service of process for the above stated corporation at the place designated in this certificate, and being familiar with the obligations of that position, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida Law in keeping open said office.

IN WITNESS THEREOF, the undersigned has executed this Certificate of Registered Agent of A. McKenzie Entertainment, Inc. on this the 28th day of March, 2000.


Venol C. Adams, Esq.