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To:

Division of Corporations
Fax Number : (850) 922-4001

From:

Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305) 599-0839
Fax Number : (305) 716-0346

FLORIDA PROFIT CORPORATION OR P.A.

ALL CITY ENTERTAINMENT GROUP INC.

Certificate of Status	0
Certified Copy	1
Page Count	03/4
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DIVISION OF CORPORATIONS
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B. McKnight APR 24 2000

ARTICLES OF INCORPORATION
OF
ALL CITY ENTERTAINMENT GROUP INC.

Article I
Name

The name of this corporation is All City Entertainment Group INC.

Article II
Principal Office Address

The mailing address of the Corporation is: 224 8th Street, Miami Beach, Florida 33139.

Article III
Capitol Stock

This corporation shall have the authority to issue 1,000 shares of common stock with no par value.

Article IV
Pre-Emptive Rights

Every shareholder, upon the sale of any unissued stock of this corporation for cash, assets or other consideration, 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 V
Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 224 8th Street, Miami Beach, Florida 33139 and the name of the initial registered agent of this corporation at that office is RAYMOND DAYAN.

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Article VI
Incorporator

The name and address of the incorporator is:

Raymond Dayan
224 8th Street
Miami Beach, Florida 33139

Article VI
Initial Board of Directors

The name and address of the initial director of this corporation is:

Raymond Dayan 224 8th Street
Miami Beach, Florida 33139

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

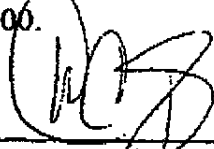
Article VIII
Indemnification

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

Article IX
Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin on April 24, 2000.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 24th day of April, 2000.



RAYMOND DAYAN
BY KEVIN C. GUANAGA as
Attorney-in-fact

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

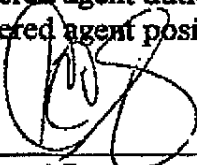
Pursuant to the provisions of s607.0501, Florida Statutes, the undersigned corporation, organized pursuant under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

The name of the Corporation is : **ALL CITY ENTERTAINMENT GROUP INC.**

The name and address of the registered agent and office is:

**RAYMOND DAYAN
224 8TH STREET
MIAMI BEACH, FLORIDA 33139**

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



Raymond Dayan
By Kevin C. Guanaga as attorney-in-fact

Date: April 24, 2000

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