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CORPORATION NAME(S) AND DOCUMENT NUMBER(S) (if known):

Megastar Entertainment & Investments Inc.

☐ Walk In

☐ Pick Up Time

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☐ Will Wait

☐ Photocopy

**RUSH**

☒ Certified Copy

☐ Certificate of Status

☐ Certificate of Good Standing

☐ ARTICLES

☐ ALL CHARTERS

☐ Certificate of FICTITIOUS NAME

☐ FICTITIOUS NAME SEARCH

☐ CORP SEARCH

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A. Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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MAY 12 2000 12:23  
TALLAHASSEE, FLORIDA  
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Ordered By: \_\_\_\_\_

Date: \_\_\_\_\_

T. Burch MAY 12 2000

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
MEGASTAR ENTERTAINMENT & INVESTMENTS, INC.**

The undersigned hereby adopts the following Articles of Incorporation for the purpose of forming a corporation under the provisions of Chapter 607, Florida Statutes:

**ARTICLE I. NAME**

The name of this corporation is MEGASTAR ENTERTAINMENT & INVESTMENTS, INC. (the "Corporation").

**ARTICLE II. - ADDRESS**

The principal business address and mailing address of the Corporation is:

6151 Miramar Parkway  
Suite 103  
Miramar, Florida 33023

**ARTICLE III. - CAPITAL STOCK**

The maximum number of shares which this Corporation is authorized to have outstanding at any time is 10,000,000 shares of Common Stock having a par value of \$0.01 per share.

**ARTICLE IV. - INITIAL REGISTERED  
OFFICE AND AGENT**

The initial registered office of this Corporation shall be at 2601 S. Bayshore Drive, Suite 1600, Miami, Florida 33133, and the initial registered agent of this Corporation at such office shall be A Z Registered Agent Corporation.

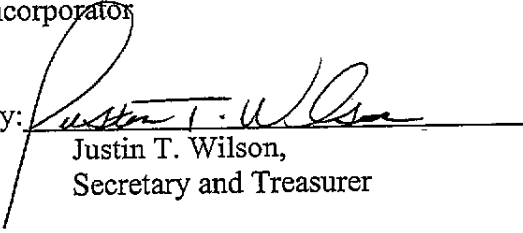
**ARTICLE V. - INCORPORATOR**

The name and street address of the entity signing these Articles of Incorporation is A Z Registered Agent Corporation, 2601 S. Bayshore Drive, Suite 1600, Miami, Florida 33133.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on  
May 11, 2000.

A Z REGISTERED AGENT CORPORATION,  
Incorporator

By:

  
Justin T. Wilson,  
Secretary and Treasurer

**CERTIFICATE OF DESIGNATION OF REGISTERED AGENT  
AND REGISTERED OFFICE  
AND ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT**

1. The name of the Corporation is Megastar Entertainment & Investments, Inc.
2. The name and address of the Registered Agent is: A Z Registered Agent Corporation,  
2601 S. Bayshore Drive, Suite 1600, Miami, Florida 33133.

Pursuant to Section 607.0501, Florida Statutes, the undersigned has been named to act as the Registered Agent of Megastar Entertainment & Investments, Inc., at the place designated in this certificate and the undersigned agrees to accept such appointment and to act in that capacity. The undersigned further agrees that the undersigned will comply with Section 607.0505, Florida Statutes, relating to the proper and complete performance of the duties of the Registered Agent of the Corporation and that the undersigned is familiar with and accepts the obligations of the position of Registered Agent for the Corporation.

Dated this 11th day of May, 2000

A Z REGISTERED AGENT CORPORATION,  
Registered Agent

By: \_\_\_\_\_

Justin T. Wilson,  
Secretary and Treasurer

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