Tuesday, May 23, 2000 POODS DOODS DO

#### Florida Department of State

Division of Corporations Public Access System Katherine Harris, Secretary of State

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To:

Division of Corporations

Fax Number

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From:

Account Name : CORPORATE CREATIONS INTERNATIONAL INC.

Account Number : 110432003053 Phone : (305)672-0686 Fax Number : (305)672-9110 05-19-00

FLORIDA PROFIT CORPORATION OR P.A.

MP International Entertainment Group, Inc.

Certificate of Status	1
Certified Copy	0
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Estimated Charge	\$78.75

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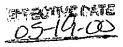
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## ARTICLES OF INCORPORATION

### Article I. Name

The name of this Florida corporation is: MP International Entertainment Group, Inc.

#### Article II. Address

The Corporation's mailing address is:
MP International Entertainment Group, Inc.
430 Grand Bay Drive
Suite #405
Key Biscayne FL 33149

#### Article III. Registered Agent

The name and address of the Corporation's registered agent is: Marcelo Pelegri 430 Grand Bay Drive Suite #405 Key Biscayne FL 33149

#### Article IV. Board of Directors

The name of each member of the Corporation's Board of Directors is: Marcelo Pelegri Luis Carluccio

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.

Maite Hoyos 1 FL Bar Member 849553 Maite Hoyos, P.A. 1101 Brickell Avenue, Suite 704 Miami FL 33131 305-371-2132

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#### Article V. Capital Stock

The Corporation shall have the authority to issue 2,000 shares of common stock, par value \$.01 per share.

#### Article VI. Incorporator

The name and address of the incorporator is:
Maite Hoyos
Maite Hoyos, P.A.
1101 Brickell Avenue, Suite 704
Miami FL 33131

## Article VII. Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin on May 19, 2000.

The undersigned incorporator executed these Articles of Incorporation on May 23, 2000.

MAITE HOYOS

by T. Hardy as attorney-in-fact

Maite Hoyos | FL Bar Member 849553 Maite Hoyos, P.A. 1101 Brickell Avenue, Suite 704 Miami FL 33131 305-371-2132

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# CERTIFICATE OF DESIGNATION REGISTERED AGENT/OFFICE

CORPORATION:

MP International Entertainment Group, Inc.

REGISTERED AGENT/OFFICE: Marcelo Pelegri 430 Grand Bay Drive Suite #405 Key Biscayne FL 33149

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.

MARCELO PELECKI by T. Hardy as attorney-in-fact

Date: May 23, 2000

Maite Hoyos 1 FL Bar Member 849553 Maite Hoyos, P.A. 1101 Brickell Avenue, Suite 704 Miami FL 33131 305-371-2132

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