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To:

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Account Number : 072450003255
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FLORIDA PROFIT CORPORATION OR P.A.

DEREK MACK ENTERTAINMENT CO., INC.

Certificate of Status	0
Certified Copy	0
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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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B. McKnight MAY 25 2000



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

May 15, 2000

EMPIRE

SUBJECT: DEREK MACK ENTERTAINMENT CO., INC.
REF: W00000012559

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The registered agent must have a Florida street address. A post office box, personal mail box (PMB), or mail drop-box address is not acceptable.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

The registered agent must sign accepting the designation.

If you have any further questions concerning your document, please call (850) 487-6931.

Becky McKnight
Document Specialist

FAX Aud. #: H00000026534
Letter Number: 600A00026994

(W)
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ARTICLES OF INCORPORATION
OF
DEREK MACK ENTERTAINMENT CO., INC.

The undersigned, acting as incorporator under and by virtue of the laws of the State of Florida, and particularly the Florida General Corporation Act, as provided in Chapter 607, Florida Statutes, and any acts supplementary thereto, adopts the following Articles of Incorporation for such corporation.

ARTICLE I

The name of the corporation shall be: DEREK MACK ENTERTAINMENT CO., INC.
and its principal office and mailing address shall be:

c/o DEREK MACK ENTERTAINMENT CO., INC.
8734 SW 3 STREET # 202
PEMBROKE PINES, FL 323025

ARTICLE II

The location of its initial registered office in the State of Florida is 8734 SW 3 Street #202, Pembroke Pines, FL 33025, but it shall have the power to establish and maintain branch offices at such cities and towns in the State of Florida and the United States as said corporation may from time to time determine. The name of its initial registered agent at said address is Shawn D. McCray, Sr.

ARTICLE III

The corporation may engage in any activity or business permitted under the laws of the State of Florida and of the United States.

ARTICLE IV

The authorized capital stock of the corporation shall be five hundred (500) shares of common stock having a par value of 1.00 per share. The holders of stock of the corporation shall be entitled to one (1) vote for each share of stock held at all meetings of the stockholders. Cumulative voting shall not be permitted. All subscriptions of stock shall be paid for in lawful money of the United States of America, or in property, security, labor, services or such other method of payment as the Board of Directors may reasonably approve, at a just valuation being fixed by the Board of Directors at a meeting called for such purposes; and property, labor or services may also be purchased or paid for with capital stock of the corporation, at a just valuation being fixed by the Board of Directors, and the corporation may from time to time increase its capital stock to any amount within authorization by law.

John C. Walker, C.P.A., P.A.
3020 North Federal Highway, Suite 11 B
Ft. Lauderdale, Florida 33306

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ARTICLE V

The term of the existence of the corporation shall be perpetual.

ARTICLE VI

The name and street address of the incorporator to these Articles of Incorporation are:

Shawn D. McCray, Sr.
8734 SW 3 Street #202
Pembroke Pines, FL 33025

ARTICLE VII

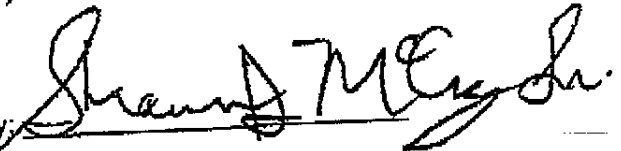
The numbers of directors of the corporation shall be a minimum of one (1) and not more than fifteen (15), none of whom shall be required to be stockholders, nor to be residents of the State of Florida.

ARTICLE VIII

The names and post office address for the first Board of Directors of the corporation, who, subject to the provisions of Certificate of Incorporation, By-Laws of the corporation, and the laws of the State of Florida, shall hold office for the first year of the existence of the corporation or until their successors are duly elected and qualified, are as follows:

Shawn D. McCray, Sr.
8734 SW 3 Street #202
Pembroke Pines, FL 33025

The undersigned, being the original subscriber to the capital stock herein before described and to these Articles of Incorporation to do business within and without the State of Florida, and the pursuant to the laws of the State of Florida, does make and file this Certificate, hereby declaring and certifying that the facts herein stated are true and, accordingly, has hereunto subscribed his hand this May 3, 2000.

By: 

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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said act; DEREK MACK ENTERTAINMENT CO., INC., desiring to organize under the laws of the State of Florida with its principle office, as indicated in the Articles of Incorporation, at the City of Pembroke Pines, County of Broward, State of Florida has named Shawn D. McCray, Sr., 8734 SW 3 Street #202, City of Pembroke Pines, County of Broward, State of Florida, as its 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 I agree to comply with the provision of said act related to keeping open said place.

By Shawn D McCray Sr

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