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Law Offices Of

C. Marie Brevitt-Schoop, P.A.

20401 N.W. 2nd Avenue • Suite 220 • Miami, FL 33169

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FILED

00 JUN 28 AM 11:44

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

June 26, 2000

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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

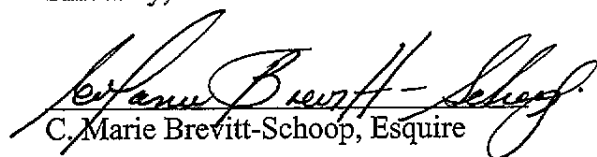
RE: FACE FIRST ALLSTAR PRODUCTIONS, INC.

Dear Sir/Madam:

Enclosed please find check #2132, in the amount of \$78.75 which represents filing fee for the above referenced corporation.

If you have any questions regarding this matter please call me at (305) 653-6959. Thank you.

Sincerely,


C. Marie Brevitt-Schoop, Esquire

D. BROWN JUN 30 2000

ARTICLES OF INCORPORATION
OF

FACE FIRST ALLSTAR PRODUCTIONS, INC.

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE 1

The name of the corporation is FACE FIRST ALLSTAR PRODUCTIONS, INC.

ARTICLE 11

DURATION AND BEGINNING OF CORPORATE EXISTENCE

The corporation shall exist perpetually. The corporate existence shall commence as of the filing of the Articles of Incorporation.

ARTICLE 111

The corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE 1V

CAPITAL STOCK

The corporation is authorized to have outstanding one class of stock designated as common stock. The maximum number of shares of common stock which the corporation is authorized to have outstanding is 1000 shares of common stock of a par value of \$1.00 per share. Holders of common stock are entitled to vote on all questions required by law on the basis of one vote per share and there shall be no cumulative voting. Holders of common stock

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shall not have preemptive rights to subscribe to the corporation's securities.

ARTICLE V

The name of the initial registered agent of this corporation is LOUISE FOWLER. The street address of the initial registered office of the corporation in the State of Florida is 19000 NW 8TH AVENUE, MIAMI, FLORIDA 33169 and the principal place of business of the corporation is 19000 NW 8 AVENUE, MIAMI, FLORIDA 33169.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

The corporation shall have one (1) initial director. The number of director may be increased or decreased from time to time in the manner provided in the bylaws of the corporation. The name and street address of the initial directors are:

DARYL DAVIS 19000 NW 8 AVENUE
 MIAMI, FLORIDA 33169

INCORPORATION

The name and address of the incorporator of these Articles of Incorporation is C. MARIE BREVITT-SCHOOP, 20401 NW 2ND AVE., SUITE 220, MIAMI, FLORIDA 33179.

ARTICLE VII

BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE 1X

INDEMNIFICATION

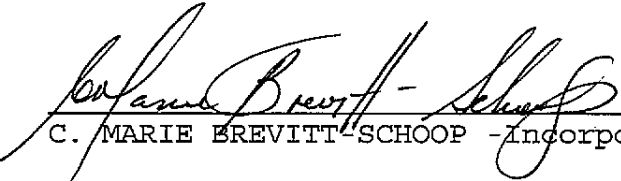
The corporation shall indemnify to the full extent permitted by law, the incorporator, any officer, director, employee, or agent of the corporation, or any former officer director, employee, or agent of the corporation, or any person who at the request of the corporation is or was serving as a director, officer, employee, or agent of another corporation partnership, joint venture, trust or other enterprise.

ARTICLE X

AMENDMENT

This corporation reserves the right to amend or repeal any prior provisions contained in these Articles of Incorporation or any amendment thereto.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation, this 26 day of June 2000.


C. MARIE BREVITT-SCHOOP - incorporator

STATE OF FLORIDA)

COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 26th day of June 2000, by C. MARIE BREVITT-SCHOOP as the Incorporator of FACE FIRST ALLSTAR, INC., a Florida corporation, on behalf of the corporation. She is personally known to me or

has produced FL D/L as identification and did/did not
take an oath.



NOTARY PUBLIC (Signature)
State of Florida, at Large

My Commission Expires:

NOTARY PUBLIC - STATE OF FLORIDA
JANET WILLIAMS
COMMISSION # CC857699
EXPIRES 7/25/2003
BONDED THRU ASA 1-888-NOTARY1

CERTIFICATE DESIGNATING REGISTERED AGENT AND
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE
PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF
AGENT UPON WHOM PROCESS MAY BE SERVED

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In compliance with Sections 48.091 and 607.034, Florida Statutes
the following is submitted:

FIRST that FACE FIRST ALLSTAR PRODUCTIONS, INC., desiring to
organize or qualify under the laws of the State of Florida with
its principal place of business at 19000 NW 8 AVENUE, MIAMI,
FLORIDA 33169, has named C. MARIE BREVITT-SCHOOP, ESQUIRE, located
at 20401 NW 2nd, AVENUE, SUITE 220, MIAMI, FLORIDA 33169 as its
agent to accept service of process within Florida.

ACKNOWLEDGMENT

Having been named to accept service of process for the above
stated corporation, at Place designated in this Certificate, I
hereby agree to act in this capacity, and I further agree to
comply with the provisions of all statutes relative to the proper
performance of my duties.

Dated this 26 day of June 2000.

By: 
C. MARIE BREVITT-SCHOOP, ESQUIRE
Registered Agent