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Florida Department of State
Division of Corporations
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To:
Division of Corporations
Fax Number : (850)922-4001

EFFECTIVE DATE

07-06-00

From:
Account Name : CORPORATE CREATIONS INTERNATIONAL INC.
Account Number : 110432003053
Phone : (305) 672-0686
Fax Number : (305) 672-9110

SECRETARY OF STATE
KATHERINE HARRIS
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

CAPSTAN ENTERTAINMENT CORPORATION

Certificate of Status	1
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EFFECTIVE DATE

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ARTICLES OF INCORPORATION

Article I. Name

The name of this Florida corporation is:
CAPSTAN ENTERTAINMENT CORPORATION

Article II. Address

The Corporation's mailing address is:
CAPSTAN ENTERTAINMENT CORPORATION
4045 Bahia Isle Circle
Wellington FL 33467

Article III. Registered Agent

The name and address of the Corporation's registered agent is:
Corporate Creations Network Inc.
941 Fourth Street #200
Miami Beach FL 33139

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TALLAHASSEE, FLORIDA

Article IV. Board of Directors

The name of each member of the Corporation's Board of Directors is:
Don A. Paradiso

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.

Don A. Paradiso | FL Bar Member 0969974
Don A. Paradiso, P.A.
2072 South Military Trail, Suite #7
West Palm Beach FL 33415
561-649-1000

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Article V. Capital Stock

The Corporation shall have the authority to issue 100,000 shares of common stock, par value \$.01 per share.

Article VI. Incorporator

The name and address of the incorporator is:

Don A. Paradiso

Don A. Paradiso, P.A.

2072 South Military Trail, Suite #7

West Palm Beach FL 33415

Article VII. Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin on July 6, 2000.

The undersigned incorporator executed these Articles of Incorporation on July 7, 2000.



DON A. PARADISO
by R.A. Reyes as attorney-in-fact

Don A. Paradiso | FL Bar Member 0969974
Don A. Paradiso, P.A.
2072 South Military Trail, Suite #7
West Palm Beach FL 33415
561-649-1000

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**


CORPORATION:

CAPSTAN ENTERTAINMENT CORPORATION

REGISTERED AGENT/OFFICE:

**Corporate Creations Network Inc.
941 Fourth Street #200
Miami Beach FL 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.



CORPORATE CREATIONS NETWORK INC.
Roger A. Reyes, Vice President

Date: July 7, 2000

Don A. Paradiso | FL Bar Member 0969974
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2072 South Military Trail, Suite #7
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