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LAW OFFICES

ROBERT H. ASCHHEIM, P.A.

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FILED

00 JUL 17 PM 3:13

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

July 14, 2000

Department of State
Division of Corporations
P.O. Box 6237
Tallahassee, FL 32301

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*****72.50 *****72.50

RE: DEVIL OR ANGEL PRODUCTIONS AND MARKETING, INC.

Madam or Sir:

Enclosed find the Articles of Incorporation for the above referenced corporation together with my check in the sum of \$72.50.

Please file same and return a copy to the undersigned. Thank you.

Very truly yours,

ROBERT H. ASCHHEIM

Encls. 1. Articles of Incorporation
2. Check in the sum of \$72.50

D. BROWN JUL 19 2000

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

DEVIL OR ANGEL PRODUCTIONS AND MARKETING, INC.

ARTICLE I

CORPORATE NAME

The name and principal or mailing address of the Corporation are: DEVIL OR ANGEL PRODUCTIONS AND MARKETING, INC. 2070 Homewood Blvd., #5417, Delray Beach, FL 33445.

ARTICLE II

NATURE OF CORPORATE BUSINESS

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

ARTICLE III

CAPITAL STOCK

The Corporation is authorized to issue and have outstanding at any one time an aggregate number of One Thousand (1,000) shares of one class of common stock having a par value of One (\$1.00) Dollar per share.

PREPARED BY:
ROBERT H. ASCHHEIM, ESQ.
2999 NE 191 STREET, PH 6
AVENTURA, FL 33180
FLA. BAR # 167432

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TALLAHASSEE, FLORIDA

ARTICLE IV

PREEMPTIVE RIGHTS

All Shareholders of the Corporation shall be vested with full preemptive rights.

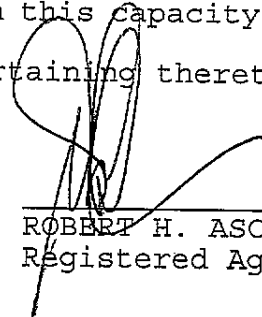
ARTICLE V

INITIAL REGISTERED AGENT
AND INITIAL REGISTERED OFFICE

The Corporation's initial Registered Agent and Registered Office in the State of Florida are: ROBERT H. ASCHHEIM, ESQ., 2999 NE 191 Street, PH 6, Aventura, FL 33180.

ACKNOWLEDGEMENT AND CONSENT OF REGISTERED AGENT

Having been named Initial Registered Agent to accept service of process on the Corporation at the Initial Registered Office designated in these Articles of Incorporation, I hereby accept such status and consent to act in this capacity and agree to comply with all requirements of law pertaining thereto.



ROBERT H. ASCHHEIM, ESQ.
Registered Agent

ARTICLE VI

INITIAL BOARD OF DIRECTORS

All corporate powers shall be exercised by and under the authority of, and the business and affairs of the corporation shall be managed under the direction of, the board of directors.

Any and all of the powers and duties conferred to or imposed upon the board of directors, by resolution of the shareholders, may be exercised or performed to such extent and by such person or persons as shall be provided by the shareholders.

The corporation shall have one director initially. The number of directors may thereafter be increased or decreased from time to time in accordance with the by-laws of the corporation.

The name and address of the initial director is:

BEVERLEY SCHAFFER 2070 Homewood Blvd., #5417, Delray Beach FL 33445.

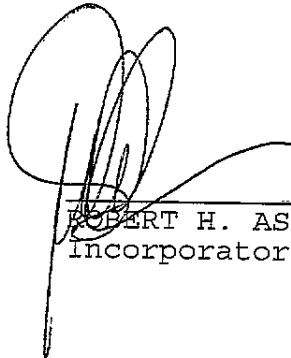
ARTICLE VII

INCORPORATOR

The name and address of the person signing these Articles is:

ROBERT H. ASCHHEIM, ESQ., 2999 NE 191 Street, PH 6, Aventura, FL 33180.

IN WITNESS WHEREOF, the undersigned incorporator has
executed these Articles of Incorporation this 14 day of
July, 2000.



ROBERT H. ASCHHEIM, ESQ.
Incorporator

STATE OF FLORIDA

COUNTY OF MIAMI-DADE

) SS:

The foregoing instrument was acknowledged before me this 6th
day of July, 2000, by ROBERT H. ASCHHEIM, ESQ., who is personally
known to me or who has produced _____ as
identification.


Notary Public

My Commission Expires:

