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Memorandum

To: The State of Florida
From: George Thomas O'Mara

Date: August 30, 2000

Subject: Articles of Incorporation for:
ALLIED CREATIVE ENTERTAINMENT PRODUCTIONS INC. *****78.75 *****78.75

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Attached to this memorandum are two copies of the Articles of Incorporation for ALLIED CREATIVE ENTERTAINMENT PRODUCTIONS INC., and a check in the amount of seventy-eight dollars and seventy-five cents (\$78.75). Please file one copy and return a certified copy to me in the enclosed stamped, self-addressed envelope.

Thank you for your time and efforts.

George Thomas O'Mara
George Thomas O'Mara

George O'Mara
Allied Creative Entertainment Productions Inc.
6 Sussex A
W.I.B. Fl, 33417

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

9.8

Articles of Incorporation of

ALLIED CREATIVE ENTERTAINMENT PRODUCTIONS INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act (Chapter 607 of the FLORIDA STATUTES) hereby adopts the following Articles of Incorporation:

Article 1

- 1.1 The name of this corporation is:
ALLIED CREATIVE ENTERTAINMENT PRODUCTIONS INC.

Article 2

- 2.1 The principal place of business and office of this corporation is:

6 Sussex A
West Palm Beach, Florida 33417

Article 3

- 3.1 The purpose of this corporation is: To engage in any lawful act or activity for which a corporation may be organized under the General Laws of the State of Florida.

Article 4

- 4.1 This corporation is authorized to issue two classes of stock to be designated, respectively, "Common Stock" and "Preferred Stock."

- 4.2 The total number of shares that the corporation is authorized to issue is Five Hundred Thousand (500,000) shares. The initial capitalization of Five Hundred Thousand (500,000) shares shall be Common Stock. The Preferred Stock may be issued from time to time in one or more series.

- 4.3 The Board of Directors is hereby authorized, to fix or alter the dividend rights, dividend rate, conversion rights, voting rights, rights and terms of redemption (including sinking fund provisions), redemption price or prices, and the liquidation preferences of any wholly unissued series of Preferred Stock, and the number of shares constituting any such series and the designation thereof, or any of them; and to increase or decrease the number of shares of any series subsequent to the issuance of shares of that series, but not below the number of shares of such series then outstanding. In case the number of shares shall be so decreased, the shares constituting such decrease shall resume the status that they had prior to the adoption of the resolution originally fixing the number of shares of such series.

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SEVENTH JUDGE OF STATE
TALLAHASSEE, FLORIDA

Article 5

5.1 The personal liability of the directors of this corporation for monetary or property damages shall be eliminated to the fullest extent permissible under the Laws of Florida.

5.2 This corporation is authorized to provide indemnification of its directors, officers and agents for breach of duty to the corporation and its shareholders through by law provisions, agreements with agents, shareholder resolutions, or otherwise, in excess of the indemnification otherwise permitted by the Laws of Florida, subject to the limits on such excess indemnification set forth in the Laws of Florida.

5.3 This corporation shall indemnify, to the full extent permitted by law, the undersigned incorporator.

Article 6

6.1 The name and address of this corporation's incorporator is:

George Thomas O'Mara
6 Sussex A, West Palm Beach, Florida 33417

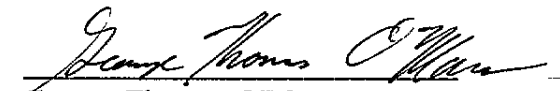
Article 7

7.1 The name and address of this corporation's initial registered agent is:

George Thomas O'Mara
6 Sussex A, West Palm Beach, Florida 33417

In witness of this, for the purpose of forming this corporation under the Laws of the State of Florida, the undersigned incorporator of this corporation executed these Articles of Incorporation creating ALLIED CREATIVE ENTERTAINMENT PRODUCTIONS INC., this 30th day of August, 2000.

Incorporator's Name:


George Thomas O'Mara

I hereby declare that I am the person who executed the foregoing Articles of Incorporation, which execution is my act and deed.


George Thomas O'Mara

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement designating the registered agent/registered office, in the State of Florida.

1. The name of this corporation is:
ALLIED CREATIVE ENTERTAINMENT PRODUCTIONS INC.

2. The name and address of this corporation's initial registered agent is:

George Thomas O'Mara
6 Sussex A, West Palm Beach, Florida 33417

3. The principal place of business and office location of the corporation is:

ALLIED CREATIVE ENTERTAINMENT PRODUCTIONS INC.
6 Sussex A, West Palm Beach, Florida 33417

Having been named Registered Agent to accept service of process for the above stated corporation, I, George Thomas O'Mara, hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all Laws relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

Signature

George Thomas O'Mara

Date

8/30/00

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA