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FLORIDA PROFIT CORPORATION OR P.A.

Chabon Entertainment Group, Inc.

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TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
CHABON ENTERTAINMENT GROUP, INC.**

The undersigned incorporator hereby files these Articles of Incorporation in order to form a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of the Corporation is Chabon Entertainment Group, Inc.

ARTICLE II - PURPOSES

This Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be formed under Chapter 607 of the Florida Statutes.

ARTICLE III - STOCK

This Corporation is authorized to issue One Hundred (100) shares of common stock, with a par value of One and No/100s Dollar (\$1.00) per share.

ARTICLE IV - INCORPORATOR

The name and address of the Incorporator of this Corporation is Lawrence P. Rochefort, Esquire, Phillips Point, East Tower, 777 South Flagler Drive, Suite 900, West Palm Beach, Florida 33401.

ARTICLE V - ADDRESS OF REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial Registered Office of this Corporation is Phillips Point, East Tower, 777 South Flagler Drive, Suite 900, West Palm Beach, Florida 33401, and the name of the initial Registered Agent of this Corporation at that address is Lawrence P. Rochefort, Esquire.

Lawrence P. Rochefort, Esquire
Florida Bar No. 769053
777 South Flagler Drive, Suite 900, East Tower
West Palm Beach, Florida 33401
Phone (561) 659-5990

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ARTICLE VI - ADDRESS OF PRINCIPAL OFFICE

The street and mailing address of the principal office of this Corporation is 651 Okeechobee Boulevard, PH 1002, West Palm Beach, Florida. 33401.

ARTICLE VII - BOARD OF DIRECTORS

Section 1. The business of this Corporation shall be managed by a Board of Directors, whose members are referred to herein as Directors.

Section 2. This Corporation shall have one (1) Director initially and the number of Directors may be increased or diminished from time to time as provided for in the By-Laws of this Corporation but shall never be less than one (1).

Section 3. The name and address of the initial Director of this Corporation, who shall hold office until the first annual meeting of shareholders and thereafter until his successor is elected, is as follows:

Jeffrey Chabon
235 Sunrise Avenue, #2025
Palm Beach, Florida 33480

Section 4. The Board of Directors shall be selected and removed and shall have such rights, privileges, powers and duties as provided for in the By-Laws of this Corporation as may be amended from time to time.

ARTICLE VIII - OFFICERS

Section 1. This Corporation shall have a President, Secretary and Treasurer and may have additional and assistant officers including, without limitation thereto, one or more Vice Presidents, Assistant Secretaries, and Assistant Treasurers. A person may hold more than one office.

Section 2. The officers shall be selected and removed and shall have such rights, privileges, powers and duties as provided for in the By-Laws of the Corporation as may be amended from time to time.

Section 3. The names and offices of the initial officers of the Corporation are as follows:

President, Secretary and Treasurer Jeffrey Chabon

ARTICLE IX - BY-LAWS

The Board of Directors shall adopt By-Laws for the Corporation. The By-Laws may be amended, altered or repealed by the Shareholders or Directors in any manner permitted by the By-Laws.

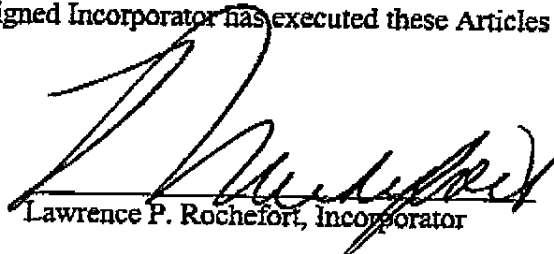
ARTICLE X - TERM

The duration of this Corporation is perpetual.

ARTICLE XI - AMENDMENT OF ARTICLES

These Articles of Incorporation may be amended, altered or repealed by the Shareholders or Directors in any manner permitted by the By-Laws.

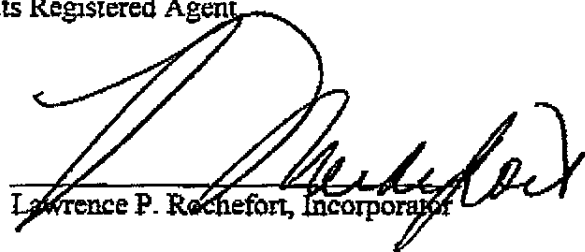
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 5th day of October, 2000.


Lawrence P. Rochefort, Incorporator

**CERTIFICATE DESIGNATING
REGISTERED AGENT AND REGISTERED OFFICE**

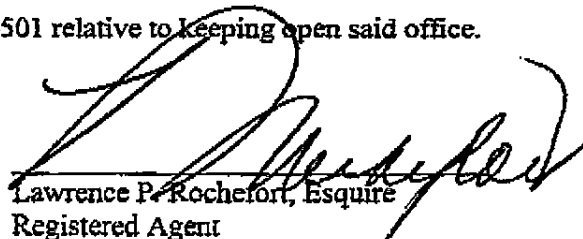
In compliance with Florida Statutes Section 607.0501, the following is submitted:

Chabon Entertainment Group, Inc. has designated Phillips Point, East Tower, 777 South Flagler Drive, Suite 900, West Palm Beach, Florida, 33401, as its initial Registered Office, and has named Lawrence P. Rochefort, Esquire, as its Registered Agent.



Lawrence P. Rochefort, Incorporator

Having been named Registered Agent for the above stated corporation, at the designated Registered Office, the undersigned hereby accepts said appointment, and agrees to comply with the provisions of Florida Statutes Section 607.0501 relative to keeping open said office.



Lawrence P. Rochefort, Esquire
Registered Agent

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