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Division of Corporations
Fax Number : (850) 922-4001

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Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 541-3694
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FLORIDA PROFTT CORPORATION OR P.A.

ON THE COME UP PRODUCTIONS, INC.

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**ARTICLES OF INCORPORATION
OF
On The Come Up Productions, Inc.**

The undersigned incorporators, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation.

ARTICLE 1: NAME

The name of the corporation shall be: On The Come Up Productions, Inc.

ARTICLE 2: PRINCIPAL PLACE OF BUSINESS

The principal place of business and mailing address of the corporation shall be P.O. Box 551896, Carol City, FL 33055.

ARTICLE 3: SHARES

The corporation shall have the authority to issue 1000 shares of common stock, in one class only, each with a par value of \$0.01.

ARTICLE 4: INITIAL REGISTERED AGENT AND REGISTERED OFFICE

The registered agent of the corporation is Talifu Murphy and the registered street address 1975 East Sunrise Blvd., Suite 523, Fort Lauderdale, Florida 33304.

ARTICLE 5: INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall have 1 member whose name and address is as follows: Talifu, Murphy, P.O. Box 551896, Carol City, FL 33055.

The number of directors may be raised or lowered by amendment to the bylaws of the corporation but shall in no case be less than one.

ARTICLE 7: INCORPORATORS

The incorporator of this corporation is Talifu Murphy whose address is P.O. Box 551896, Carol City, FL 33055.

Dated 1/24/01

Talifu Murphy
Incorporator

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and am familiar with and accept the obligations of my position as registered agent.

Dated 1/24/01

Talifu Murphy
Registered Agent