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OFFICE USE ONLY (Requestor)

LAZARUS CORPORATE FILING SERVICE
(Requestor's Name)
3320 S.W. 87 AVENUE
(Address)
MIAMI, FLORIDA (305)552-5973
(City, State, Zip) (Phone #)
TERESA ROMAN (TALLAHASSEE REPRESENTATIVE)

900003923499--3
-03/28/01--01040--002
*****78.75 *****78.75

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. 5 M'S ENTERTAINMENT, INC. (Corporation Name) (Document #)
2. (Corporation Name) (Document #)
3. (Corporation Name) (Document #)
4. (Corporation Name) (Document #)

[X] Walk in [X] Pick up time 2:00 [X] Certified Copy
[ ] Mail out [ ] Will wait [ ] Photocopy [ ] Certificate of Status

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01 MAR 28 AM 10:32
DIVISION OF CORPORATION

NEW FILINGS	
X	Profit
	NonProfit
	Limited Liability
	Domestication
	Other

AMENDMENTS	
	Amendment
	Resignation of R.A., Officer/Director
	Change of Registered Agent
	Dissolution/Withdrawal
	Merger

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TALLAHASSEE, FLORIDA

OTHER FILINGS	
	Annual Report
	Fictitious Name
	Name Reservation

REGISTRATION/ QUALIFICATION	
	Foreign
	Limited Partnership
	Reinstatement
	Trademark
	Other

3/30

Examiner's Initials	

CR2E031(9/92)

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ARTICLES OF INCORPORATION

OF

5 M' S ENTERTAINMENT, INC.

ARTICLE I - NAME

The name of this corporation is: **5 M' S ENTERTAINMENT, INC.**

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing at the time of filing of the Articles of Incorporation with the Department of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 100 of common stock at $ 1.00

ARTICLE V - RIGHTS UPON LIQUIDATION OR DISSOLUTION

In the event of any voluntary or involuntary liquidation, dissolution or winding up of this corporation, the holders of record of the common shares all receive a ratable distribution of the assets of the corporation.

ARTICLE VI - PREEMPTIVE RIGHTS

Each shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his pro rate share thereof (as nearly as may be done without issuance of fractional shares) at the price at which is offered to others.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT AND PRINCIPAL OFFICE

The street address of the initial registered office of this corporation is:
6401 N.W. 38th Terrace, Virginia Gardens, Fl. 33166

The name of the initial registered agent of this corporation at that address is
Maximo Hernandez..

[redacted]

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have 3 directors initially. The number of directors may be increased or diminished from time to time as provided for by the By Laws. The names and addresses of the initial directors of this corporation are:

Mario De Leon	6401 N.W. 38th Terrace Virginia Gardens, Fl. 3317766
Odilia Hernandez/De Leon	6401 N.W. 38th Terrace Virginia Gardens, Fl. 3317766
Maximo Hernandez	6401 N.W. 38th Terrace Virginia Gardens, Fl. 3317766

ARTICLE IX - INCORPORATORS

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

Mario De Leon	6401 N.W. 38th Terrace Virginia Gardens, Fl. 3317766

ARTICLE X - BY LAWS

The power to adopt, alter, amend and repeal bylaws shall be vested in the Board of Directors and shareholders.

ARTICLE XI - RESTRICTIONS ON THE TRANSFER OF STOCK

Shares of capital stock of this corporation shall be issued initially to the following persons in the amount set opposite their names:

Mario De Leon	40 % SHARES
Odilia Hernandez/De Leon	40 % SHARES
Maximo Hernandez	20 % SHARES

Shares held by the initial shareholders listed above may not be resold or otherwise transferred to others unless such shares are first offered to the remaining shareholders or to this corporation. The prize and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all of the shareholders and this corporation.

ARTICLE XII - CUMULATIVE VOTING

At each election for directors each shareholders entitled to vote at such election shall have the right to cumulate his vote by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such number of such candidates.

ARTICLE XIII - CALLING OF SPECIAL MEETINGS

Special meetings of the shareholders may be called by the Board of Directors.

ARTICLE XIV - SHAREHOLDERS QUORUM AND VOTING

Fifty percent of the shares plus one entitled to vote represented in person or by proxy shall constitute a quorum at the meeting of shareholders. If the quorum is present, the affirmative vote of fifty percent of the shares plus one represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XV - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 16 day of March, 2001.

Mario De Leon

STATE OF FLORIDA)
) S.S.
COUNTY OF DADE)

BEFORE ME, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared Mario De Leon to me known to be the person described in and who executed the same for the purposes therein they expressed.

WITNESS my hand and official seal in the County and State last aforesaid on this 16 day of March, 2001.

NOTARY PUBLIC, State of Florida at large

My Commission Expires:

OFFICIAL NOTARY SEAL
MAGALI L PUIG
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC776876
MY COMMISSION EXP. OCT. 16,2002

STATE OF FLORIDA

DEPARTMENT OF STATE

Certificate Designating Place of Business or Domicile for the Services of Process Within This State, Naming Agent Upon Whom Process May Be Served and Names and Addresses of the Officers and Directors

5 M' S ENTERTAINMENT, INC.

The following is submitted, in compliance with Chapter 48.091, Florida Status:
5 M' S ENTERTAINMENT, INC., a corporation organized or organizing under the laws of the State of Florida with its principal office at 6401 N.W. 38th Terrace , in the city of Virginia Gardens, county of Miami Dade, State of Florida has named Mario De Leon located at 6401 N.W. 38th Terrace, in the city of Virginia Gardens, county of Miami Dade, State of Florida as its agent to accept service of process within this State.

NAME	**SPECIFIC ADDRESS**
Mario De Leon	6401 N.W. 38th Terrace Virginia Gardens, Fl. 3317766

DIRECTORS:

NAME	**TITLE**	**SPECIFIC ADDRESS**
Mario De Leon	President	6401 N.W. 38th Terrace Virginia Gardens, Fl. 3317766

Odilia Hernandez/De Leon	Secretary	6401 N.W. 38th Terrace Virginia Gardens, Fl. 3317766
Maximo Hernandez	Treasurer	6401 N.W. 38th Terrace Virginia Gardens, Fl. 3317766

ACCEPTANCE:

I agree as Registered Agent to accept Service of Process; to keep office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept, service of process at the above Florida designated address) in some conspicuous place in office as required by Law.

Mario De Leon

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