

Charter Number Only

VALIDATION ONLY

Requestor's Name

Address

City

State

ZIP

Phone

CORPORATION(S) NAME

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MDR+B Entertainment, Inc.

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
2001 AUG -8 AM 9:25
RECEIVED
TO ACKNOWLEDGE
SUFFICIENCY OF FILING



Empire Toll Free: 1-800-432-3028

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|--|---|---|
| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | <input type="checkbox"/> Foreign | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Dissolution | <input type="checkbox"/> Other |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Change of Registered Agent |
| <input type="checkbox"/> Reservation | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> Certificate Under Seal |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Call When Ready | <input type="checkbox"/> After 4:30 |
| <input type="checkbox"/> Call If Problem | <input type="checkbox"/> Will Wait | <input type="checkbox"/> Mail Out |
| <input checked="" type="checkbox"/> Walk In | <input checked="" type="checkbox"/> Pick Up | |

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RECEIVED
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

Certified copy

Name
Availability
Document
Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

**ARTICLES OF INCORPORATION
OF
MDB&B ENTERTAINMENT, INC.**

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I -- NAME

The name of the corporation shall be MDB&B ENTERTAINMENT, INC.

ARTICLE II -- DURATION

This corporation shall exist perpetually.

ARTICLE III -- PURPOSE

This corporation is organized for the purpose of engaging in any or all lawful business for which corporations may be incorporated, including but not limited to, the development and design of Internet web pages.

ARTICLE IV -- CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of \$1.00 par value common stock, which shall be designated "Common Shares."

ARTICLE V -- PREEMPTIVE RIGHTS

Each shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase a pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the same price at which it is, or has been, sold to others.

ARTICLE VI -- BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors.

ARTICLES OF INCORPORATION OF MDB&B ENTERTAINMENT, INC.

ARTICLE VII -- CUMULATIVE VOTING

At each election for Directors every shareholder entitled to vote at such election shall have the right to cumulate his votes 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 candidates.

ARTICLE VIII -- INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 946 So. Patrick Circle, West Palm Beach, FL 33406-4476, and the name of the initial registered agent of this corporation at such office is Paul J. Nicoletti, who upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes, as amended from time to time, with respect to keeping an office open for service of process. The mailing address of this corporation is 13741 Sunflower Court, Wellington, FL 33414.

ARTICLE IX -- INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) Directors initially. The number of Directors may be either increased or diminished from time to time by the By-Laws. The initial directors of the corporation shall be: BRENT LEE and MATT FARR.

ARTICLE X -- INCORPORATOR

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

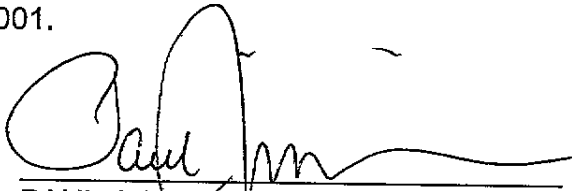
PAUL J. NICOLETTI
946 S. PATRICK CIRCLE
WEST PALM BEACH, FL 33406-4476

ARTICLES OF INCORPORATION OF MDB&B ENTERTAINMENT, INC.

ARTICLE XI -- 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, for the purpose of forming a corporation under the laws of the State of Florida, the undersigned subscriber has executed these Articles of Incorporation this 6 day of August 2001.



PAUL J. NICOLETTI

STATE OF FLORIDA
COUNTY OF PALM BEACH

I hereby certify that the foregoing Articles of Incorporation was acknowledged before me this ____ day of July, 2001, by Paul J. Nicoletti who is personally known to me, or who produced a Florida Driver's License as identification.

NOTARY PUBLIC
My Commission Expires:

*** ACCEPTANCE OF REGISTERED AGENT ON NEXT PAGE ***

ARTICLES OF INCORPORATION OF MDB&B ENTERTAINMENT, INC.

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for MDB&B ENTERTAINMENT, INC. at the place designated in the articles of incorporation, Paul J. Nicoletti, agrees to act in this capacity and agrees to comply with the provisions of section 48.091 relative to keeping such office open.

Dated this 6 day of Aug., 2001.



PAUL J. NICOLETTI

STATE OF FLORIDA
COUNTY OF PALM BEACH

I hereby certify that the ACCEPTANCE OF REGISTERED AGENT was acknowledged before me this _____ day of July, 2001, by Paul J. Nicoletti who is personally known to me, or produced a Florida Driver's License as identification.

NOTARY PUBLIC
My Commission Expires:

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TALLAHASSEE FLORIDA