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HELLER & FRIEDMAN, P. A.
ATTORNEYS AT LAW

RICHARD A. HELLER
HOWARD D. FRIEDMAN

2507 EDGEWATER DRIVE
ORLANDO, FLORIDA 32804
TELEPHONE: (407) 649-7700
FACSIMILE: (407) 649-8158
web: lawyers.com/hellerlaw
e-mail: rhellerpa@aol.com

August 1, 2001

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-08/03/01--01066--012
****122.50 *****78.75

Re: Articles of Incorporation
XO Entertainment, Inc.

Dear Sir:

Enclosed please find the Articles of Incorporation and Appointment of Registered Agent for **XO Entertainment, Inc.** I have also enclosed the sum of \$122.50 as the filing fee. Please return to the address above when the documents have been filed. Thank you for your assistance in this matter.

Sincerely,



Richard A. Heller
Attorney At Law

RAH/dmk

FILED
01 AUG -3 PM 3:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

D. BROWN AUG - 8 2001

**ARTICLES OF INCORPORATION
OF
XO ENTERTAINMENT, INC.**

FILED
01 AUG -3 PM 3:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act hereby adopts the following Articles of Incorporation:

ARTICLE I

NAME: The name of this corporation shall be **XO ENTERTAINMENT, INC.**

ARTICLE II

DURATION: The term of existence of the corporation is perpetual.

ARTICLE III

PURPOSE: The corporation may transact any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act. The nature of the business is that of Restaurant, Lounge and Entertainment.

ARTICLE IV

CAPITAL STOCK: The aggregate number of shares that the corporation has authority to issue is One Thousand (1,000) all of which shall be common shares with par value of ONE DOLLAR (\$1.00).

ARTICLE V

REGISTERED OFFICE: The street address of the initial registered office of the corporation is:

**754 Lake Kathryn Circle
Casselberry, FL 32707**

The name of the initial registered agent at that address is:

D.C. & ASSOCIATES, OF CENTRAL FLORIDA P.A.

ARTICLE VI

DIRECTORS: The corporation shall have one (2) director initially. The number of directors may be increased or diminished from time to time by the By-Laws adopted, but shall never be less than one (1).

The name and address of the initial directors are:

**JOHN TIMS
105 Whispering Pines Court
Sanford, FL 32773**

**RICKY MARTINEZ
1626 Asbury Ave
Orlando, Florida 32803**

ARTICLE VII

INCORPORATOR(S): The names and addresses of the persons signing these Articles of Incorporation as the incorporators are:

**JOHN TIMS
105 Whispering Pines Court
Sanford, FL 32773**

**RICKY MARTINEZ
1626 Asbury Ave
Orlando, Florida 32803**

ARTICLE VIII

PRINCIPAL PLACE OF BUSINESS: The principal place of business of the corporation is:

**105 Whispering Pines Court
Sanford, FL 32773**

ARTICLE IX

COMMENCEMENT OF EXISTENCE:

The corporation shall commence its existence on the date chartered by the State of Florida.


ARTICLE X

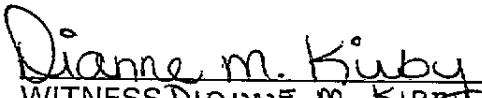
AMENDMENTS:

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be proposed by a majority of the stockholders and approved at a stockholder's meeting by a majority of the stockholders entitled to vote thereof, unless all the stockholders sign a written statement manifesting their intention that certain amendment to these Articles of Incorporation be made.


IN WITNESS WHEREOF, I have executed these Articles of Incorporation on this 26th day of July 2001.

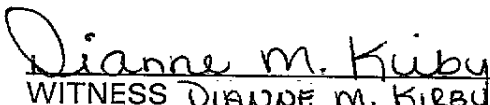

WITNESS Richard A. Heller


JOHN TIMS


WITNESS DIANNE M. KIRBY


WITNESS Richard A. Heller


RICKY MARTINEZ


WITNESS DIANNE M. KIRBY

APPOINTMENT OF REGISTERED AGENT

OF

XO ENTERTAINMENT, INC.

FILED
01 AUG -3 PM 3:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In pursuance of Chapter 48.091, Florida Statutes, the above named corporation submits the following in compliance with said Act:

That the above named corporation desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation has named the following individual at the following address as its agent to accept services of process within the State of Florida:

D.C. & Associates, of Central Florida P.A.
754 Lake Kathryn Circle
Casselberry, FL 32707


ACKNOWLEDGEMENT:

Having been named to accept service of process for the above corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.


DAVID CROWDER
President

SWORN TO AND SUBSCRIBED BEFORE ME this 31 day of July, 2001, by **DAVID CROWDER**, President, D.C. & Associates, of Central Florida P.A., who is personally known to me.


Notary Public
My Commission Expires:

 Richard Heller
My Commission CC720122
Expires April 11, 2002