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REPLY TO: North Palm Beach

August 8, 2001

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

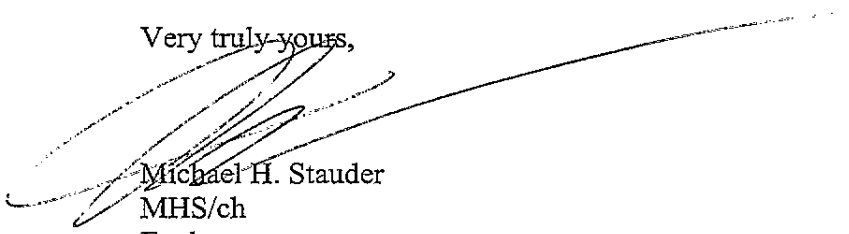
RE: Titan Entertainment, Inc.

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*****78.75 *****78.75

Dear Sir or Madam:

Enclosed for filing is an original and one copy of Articles of Incorporation and Certificate Designating Resident Agent, along with my check in the amount of \$78.75 to cover the cost of filing fees - \$35.00, registered agent designation - \$35, and certified copy of the Articles of Incorporation - \$8.75.

Very truly yours,



Michael H. Stauder
MHS/ch
Encls.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION
OF
TITAN ENTERTAINMENT, INC.

ARTICLE I-NAME AND BUSINESS ADDRESS

The name of the corporation shall be Titan Entertainment, Inc. The corporation's business office is located at 3500 Amberjack Road, Lantana, Florida 33462, and the mailing address is 3500 Amberjack Road, Lantan, FL 33462.

ARTICLE II-DURATION

This corporation shall have perpetual existence.

ARTICLE III-PURPOSE

This corporation is organized for the following purposes:
Music publishing, consulting, and management, as well as any and all other related activities.

To engage in any activities or business permitted under the laws of the United States of America and the State of Florida.

ARTICLE IV-CAPITAL STOCK

The maximum number of shares of stock the corporation is authorized to have outstanding from time to time, to be payable by or in, or issued for, and/or for the purposes of property, labor, services, intangibles, good will and other assets is 500 shares with a par value of \$1.00 each.

This shall be a closed corporation, with the sale, exchange, or trade of stock of the corporation to be restricted by its By-Laws.

The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

ARTICLE V-INITIAL CAPITAL

This corporation shall begin business with capital of not less than \$500.00

ARTICLE VI-PREEMPTIVE RIGHTS

Every 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 his pro rata share at the price at which it is offered to others.

ARTICLE VII-INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 3500 Amberjack Road, Lantana, Florida and the name of the initial registered agent of this corporation at that address is James Devericks.

ARTICLE VIII-BOARD OF DIRECTORS

This corporation shall have one director initially. The number of Directors may be either increased or diminished from time to time by the By-Laws. The name and address of the initial Director of this corporation is:

<u>NAME</u>	<u>ADDRESS</u>
James Devericks	3500 Amberjack Road, Lantana, FL 33462

ARTICLE IX-BY-LAWS

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

ARTICLE X-RESTRICTIONS ON TRANSFER OF STOCK

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

<u>NAME</u>	<u>AMOUNT</u>
James Devericks	500 shares

There shall be no restrictions on the transfer of stock held by the initial shareholder listed above.

ARTICLE XI-CUMULATIVE VOTING

At each election for directors every shareholder entitled to vote in the 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 shares, or by distributing the votes on the same principle among any number of candidates.

ARTICLE XII-CALLING OF SPECIAL MEETINGS

Special meetings of shareholders may be called by the Board of Directors of the holders of not less than twenty-five (25%) percent of the shares entitled to vote.

ARTICLE XIII-SHAREHOLDER QUORUM AND VOTING

Fifty-one (51%) percent of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

If a quorum is present, the affirmative vote of fifty-one (51%) percent of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XIV-GREATER VOTING REQUIREMENT FOR SHAREHOLDERS WITH RESPECT TO MERGERS, CONSOLIDATIONS, SALE OF ASSETS AND AMENDMENTS

The affirmative vote of two-thirds (2/3) of the shares of this corporation entitled to vote shall be required for the authorization of mergers, consolidations, sales of assets and amendments.

ARTICLE XV-APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER

The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not that approval is required by law.

ARTICLE XVI-MANAGEMENT OF CORPORATION BY SHAREHOLDERS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the directors of, the shareholders of this corporation.

ARTICLE XVII-DIRECTORS RESIDENCY AND COMPENSATION

Directors of this corporation need not be residents of the State of Florida, unless otherwise provided in the Articles or By-Laws of the corporation.

The shareholders of this corporation shall have exclusive authority to fix the compensation of directors of this corporation, unless otherwise provided by the Articles or By-Laws.

ARTICLE XVIII-DIRECTORS QUORUM AND VOTING

Initially, director shall constitute a quorum for a meeting of directors.

If a quorum is present, the affirmative vote of one (1) director present and voting, shall be the act of the Board of Directors.

ARTICLE XIX-MEETING BY CONFERENCE TELEPHONE

In the event that the initial number of directors on the Board is increased, members of the Board of Directors may participate in special meetings of the Board of Directors by means of a conference telephone as provided by law, but regular meetings of the Board of Directors must be attended in fact in person by each director.

ARTICLE XX-INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer, director, to the full extent permitted by law.

ARTICLE XXI-AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation; or any amendments to them, and any right conferred upon the shareholders as subject to this reservation.

ARTICLE XXII-INCORPORATORS

The name and business address of the Incorporators for these Articles of Incorporation are:

James Devericks - 3500 Amberjack Road, Lantana, FL 33462

IN WITNESS WHEREOF, the undersigned Subscribers, have executed these Articles of Incorporation on this 7th day of August, 2001 at North Palm Beach, Palm Beach County, Florida.

James K. Devericks
JAMES DEVERICKS

STATE OF FLORIDA)
) SS
COUNTY OF PALM BEACH)

BEFORE ME, the undersigned authority, personally appeared JAMES DEVERICKS, who being first duly sworn, states that he is the person described in and who executed the foregoing Articles of Incorporation and who acknowledged before me that he executed the same freely and voluntarily for the uses and purposes therein expressed and who is personally known to me or who produced Florida Driver's License Number known as identification.

8th WITNESS my hand and official seal in the County and State last aforesaid, this day of August, 2001.

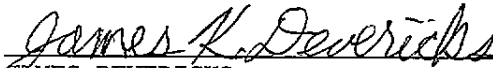
Deborah S. Smith
OFFICIAL NOTARY SEAL
DEBORAH S SMITH Notary Public, State of Florida at large
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC857523
MY COMMISSION EXP. JULY 23 2003

CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said act:

That Titan Entertainment, Inc., desiring to organize under the laws of the State of Florida, with its principal office as designated in the Articles of Incorporation in the City of Lantana, County of Palm Beach, State of Florida, has named James Devericks as its agent to accept service of process within this State.

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


JAMES DEVERICKS
3500 Amberjack Road
Lantana, FL 33462

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SECRETARY OF STATE
TALLAHASSEE FLORIDA