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To:
Division of Corporations
Fax Number : (850) 205-0381

From:
Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
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FLORIDA PROFIT CORPORATION OR P.A.**PRODIGY ENTERTAINMENT INCORPORATED**

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| Certificate of Status | 0 |
| Certified Copy | 1 |
| Page Count | 04 |
| Estimated Charge | \$78.75 |

ARTICLES OF INCORPORATION OF PRODIGY ENTERTAINMENT
INCORPORATED

A FLORIDA FOR-PROFIT CORPORATION

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, as amended, hereby adopts the following Articles of Incorporation for such corporation:

ARTICLE I: NAME OF THE CORPORATION

The name of the Corporation shall be: PRODIGY ENTERTAINMENT INCORPORATED, hereinafter referred to as the "Corporation".

ARTICLE II: PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal office and the mailing address of the Corporation is
19201 NW 10 Ave.
Miami, FL 33169.

ARTICLE III: DURATION OF THE CORPORATION

The period of duration of the Corporation shall be perpetual unless dissolved according to law.

ARTICLE IV: PURPOSE OF THE CORPORATION

The Corporation is organized for the purpose of engaging in any and all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes, as amended.

ARTICLE V: AUTHORIZED SHARES

The Corporation is authorized to issue Thirty Thousand (30,000) shares of common stock with a par value of \$1.00 per share. All stock shall be of one class. The Board of Directors may authorize the issuance of such stock to such person(s), upon such terms, and for such consideration as they may deem appropriate. The consideration may consist of any tangible or intangible property or benefit to the

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Corporation, including cash, promissory notes, services performed, promises to perform services evidenced by a written contract, or other securities of the Corporation.

ARTICLE VI: PREEMPTIVE RIGHTS

The Corporation elects to have preemptive rights. Every shareholder, upon sale for cash of any new or reissued stock of the Corporation, shall have the right to purchase his or her pro-rata share thereof at the price at which it is offered to others.

ARTICLE VII: INITIAL REGISTERED OFFICE AND AGENT

The Corporation's registered office shall be located at 19201 NW 10 Ave., Miami, Florida 33169, and Michael George Brown is the registered agent of the Corporation at that address.

ARTICLE VIII: INITIAL BOARD OF DIRECTORS

The Corporation shall have three (3) director constituting the initial Board of Directors. The number of directors may be increased or decreased from time to time by an amendment to the bylaws. The following person shall constitute the initial Board of Directors:

| | | |
|----------------------|-----------------------|-----------------------|
| MICHAEL GEORGE BROWN | JEAN MIGUEL DUMELFORT | DONALD GELIN |
| 19201 NW 10 Ave. | 12900 NE 13 Ave. | 2780 NE 183 ST. #1502 |
| Miami, FL 33169 | N. Miami, FL 33161 | Aventura, FL 33160 |

ARTICLE IX: OFFICERS

The officers of the Corporation shall be a President, Vice President, Secretary, Treasurer, and such other officers as may be provided by the bylaws.

ARTICLE X: AMENDMENTS

These Articles of Incorporation may be amended at any regular or special meeting of the Board of Directors by a majority vote of those present; provided that notice of the intention to submit amendments shall have been given as provided by the bylaws.

ARTICLE XI: PRE-INCORPORATION LIABILITY

As of the effective date of the Corporation, the Corporation absolves the

incorporator of all personal liability, and the Corporation accepts responsibility for any and all pre-incorporation matters.

ARTICLE XII: INCORPORATOR

The incorporator of the Corporation is as follows:

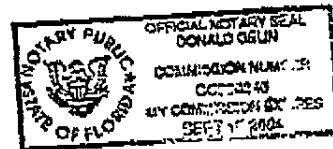
MICHAEL GEORGE BROWN
19201 NW 10 Ave.
Miami, Florida 33169

IN WITNESS WHEREOF, I, MICHAEL GEORGE BROWN, the undersigned incorporator to these Articles of Incorporation, have affixed my signature thereto on this 12th day of September, 2001, and acknowledged the same to be my act.


MICHAEL GEORGE BROWN

STATE OF FLORIDA)
COUNTY OF MIAMI-DADE)

The foregoing instrument was sworn to before me this 12 day of SEPTEMBER, 2001, by MICHAEL GEORGE BROWN, who personally appeared before me at the time of notarization, and who is personally known to me or have produced a Florida Driver's License as identification.



NOTARY PUBLIC:
SIGN: 

PRINT: DONALD GELIN
STATE OF FLORIDA AT LARGE

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

Pursuant to the provisions of Sections 48.091 and 607.0501, Florida Statutes, the following is submitted in compliance with said Acts:

First—That PRODIGY ENTERTAINMENT INCORPORATED, desiring to organize under the laws of the State of Florida with its principal office at 19201 NW 10 AVE., Miami, Florida 33169, as indicated in the Articles of Incorporation at County of MIAMI-DADE, State of FLORIDA, has named MICHAEL GEORGE BROWN, located at 19201 NW 10 Avenue, Miami, County of MIAMI-DADE, State of Florida, as its agent to accept service of process within this state.

-Acceptance of Agent-

ACKNOWLEDGMENT:

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 open said office

BY:


MICHAEL G. BROWN

DATED: September 12, 2001

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