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FLORIDA PROFIT CORPORATION OR P.A.

HAMPTON ENTERTAINMENT, INC.

Certificate of Status	0
Certified Copy	1
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SECRETARY OF STATE
TALLAHASSEE, FLORIDAARTICLES OF INCORPORATIONOFHAMPTON ENTERTAINMENT, INC.

The undersigned, acting as incorporator(s) of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation.

ARTICLE I
NAME OF CORPORATION

The name of the corporation shall be

HAMPTON ENTERTAINMENT, INC.

ARTICLE II
DURATION

This corporation is to have perpetual existence.

ARTICLE III
NATURE OF BUSINESS

The purpose of this corporation is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV
CAPITAL STOCK

The corporation is authorized to issue five hundred (500) shares all at One (\$1.00) Dollar par value. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

Prepared By:

Barbara B. Gimenez
Barbara B. Gimenez, P.A.
7001 Biscayne Boulevard, 2nd Floor
Miami, FL 33138
Telephone: (305) 759-9997
Florida Bar No.: 510513

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ARTICLE V
CORPORATE ADDRESS

The initial street address in the State of Florida of the principal office of this corporation is as follows:

7425 Northwest 41 Street
Miami, Florida 33166

ARTICLE VI
INITIAL REGISTERED AGENT

The initial Registered Agent of this corporation is as follows:

JOSE GUERRERO

ARTICLE VII
INITIAL BOARD OF DIRECTORS

This corporation shall have ONE (1) Director(s) initially. The number of Directors may be either increased or decreased from time to time by an amendment of the By-laws of the corporation in the manner provided by law, but shall never be less than one (1).

NAME(S)

JOSE GUERRERO

ADDRESS(ES)

7425 Northwest 41 Street
Miami, Florida 33166

ARTICLE VIII
INCORPORATORS

The name(s) and address(es) of the Incorporator(s) signing these Articles is/are:

NAME(S)

JOSE GUERRERO

ADDRESS(ES)

7425 Northwest 41 Street
Miami, Florida 33166

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ARTICLE IX
AMENDMENT OF BY-LAWS

The power to adopt, alter, amend or appeal the By-Laws of this corporation shall be vested in the Board of Directors and shall be by majority vote.

ARTICLE X
INDEMNIFICATION

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

ARTICLE XI
INFORMAL ACTION OF DIRECTORS

If all the directors severally or collectively consent in writing to any action taken or to be taken by the corporation and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

ARTICLE XII
AMENDMENT OF ARTICLES

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.

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IN WITNESS WHEREOF, the undersigned incorporator(s) has/have executed these Articles of Incorporation, for the purpose of forming a corporation for profit under the laws of the State of Florida.

Jose Guerrero
JOSE GUERRERO

STATE OF FLORIDA

COUNTY OF MIAMI-DADE

ss

I HEREBY CERTIFY that on this day, before me, a Notary Public, duly authorized to take acknowledgements, personally appeared JOSE GUERRERO, to me well known to be the person(s) described in and who executed the foregoing Articles of Incorporation, as incorporator(s) and acknowledged before me that he/she/they subscribed to said Articles of Incorporation, after having produced drivers license, as identification.

WITNESS my hand and seal this 23rd day of October, 2001.

My Commission Expires:

BARBARA B. GIMENEZ
Notary Public, State of Florida
My comm. exp. Jan. 17, 2004
Comm. No. CC902639

[Signature]
NOTARY PUBLIC
State of Florida at Large

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REGISTERED AGENT CERTIFICATE

In pursuance of Chapter 48, 091, Florida Statutes, the following is submitted in compliance with said Act:

FIRST - That HAMPTON ENTERTAINMENT, INC. desiring to organize under the laws of the State of Florida, with its principal offices as indicated in the Articles of Incorporation, in the City of Miami, County of Miami-Dade, State of Florida, has named JOSE GUERRERO, located at 7425 Northwest 41 Street, Miami, Florida 33166, as its registered agent to accept service of process.

ACKNOWLEDGEMENT

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.


JOSE GUERRERO

STATE OF FLORIDA

COUNTY OF MIAMI-DADE

) ss
)

I HEREBY CERTIFY that on this day before me, a Notary Public, duly authorized to take acknowledgements, personally

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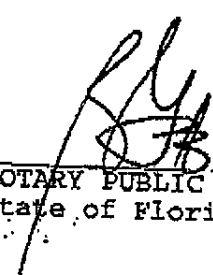
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appeared JOSE GUERRERO to me well known to be the person described in and who executed the Registered Agent Certificate, after having produced a drivers license as identification.

WITNESS my hand and seal on this 23rd day of October, 2001.

My Commission Expires: 1/17/2004

BARBARA B. GIMENEZ
Notary Public, State of Florida
My comm. exp. Jan. 17, 2004
Comm. No. CG902639



NOTARY PUBLIC
State of Florida at Large

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