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Florida Department of State
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To:

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FLORIDA PROFIT CORPORATION OR P.A.

AFFLUENT ENTERTAINMENT HOLDINGS, INC.

Certificate of Status	0
Certified Copy	1
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**ARTICLES OF INCORPORATION
OF**

AFFLUENT ENTERTAINMENT HOLDINGS, INC.

The undersigned incorporator(s), for the purpose of forming a Professional Service Corporation under Chapter 621 of the Florida Statutes, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

AFFLUENT ENTERTAINMENT HOLDINGS, INC.

ARTICLE II DURATION

This corporation should have perpetual existence.

ARTICLE III PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

1800 NE 114 STREET
SUITE 402
NORTH MIAMI, FLORIDA 33181

ARTICLE IV PURPOSE

The purpose of this corporation shall be:

ENTERTAINMENT COMPANY

ARTICLE V CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: 10,000.00 shares having an individual par value of \$ 1.00.

ARTICLE VI INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

MELANIE A. CAMBRIDGE
444 BRICKELL AVENUE
SUITE 1000
MIAMI, FLORIDA 33131

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ARTICLE VII BOARD OF DIRECTOR(S)

The name and address of the initial board of directors shall be:

ROSALEE MOODIE
ANDREW SETT

ARTICLE VIII INCORPORATOR(S)

The name and address of the incorporator(s) to these Articles of Incorporation shall be:

ROSALEE MOODIE
C/O MAGNIPTQUE, INC.
4833 COLLINS AVENUE
WYNDHAM RESORT MIAMI BEACH
MIAMI BEACH, FLORIDA 33140

ANDREW SETT
4833 COLLINS AVENUE
CABANA 1
WYNDHAM RESORT MIAMI BEACH
MIAMI BEACH, FLORIDA 33140

The undersigned has (have) executed these Articles of Incorporation this 25th day
of October 2001.


INCORPORATOR


INCORPORATOR

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Affluent Entertainment Holdings, Inc.
(Name of Corporation)

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HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THE ARTICLES OF INCORPORATION, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

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REGISTERED AGENT