

PO/000/04964

Inner Light Entertainment Management Group, Inc.
11266 W. Hillsborough Ave. #233
Tampa, FL 33635
(813)787-3182

FILED

01 OCT 29 AM 9:02

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

October 15, 2001

State of Florida
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

Dear Sir or Madam:

800004658408--4

-10/29/01--01114--001

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

Subject: Inner Light Entertainment Management Group, Inc.

Enclosed you will find two original copies of the Articles of Incorporation for Inner Light Entertainment Management Group, Inc. In addition, you will find a check made payable to the Division of Corporations in the amount of \$78.75 representing the filing fee and designation of registered agent fee.

Please return one copy of the Articles of Incorporation with the filed date stamped on them.

If I can answer any questions with regard to the above, please do hesitate to contact me.

Sincerely,



Anthony J. Verde
Senior Corporate Manager
Enclosures (2)

**ARTICLES OF INCORPORATION
OF
INNER LIGHT ENTERTAINMENT MANAGEMENT GROUP, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I – NAME

The name of this corporation as set forth of this date of filing is **Inner Light Entertainment Management Group, Inc.**

ARTICLE II – DURATION

This corporation shall have perpetual existence commencing on the date of this filing of these Articles with the Department of State.

ARTICLE III – PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business which corporations may be incorporated under Chapter 607, Florida Statutes, as now exists or may after be amended.

ARTICLE IV – CAPITAL STOCK

This corporation is authorized to issue 10,000 shares One Dollar (\$1.00) per value stock, which shall be designated as "Common Shares".

ARTICLE V – PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his pro-rate share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI – INITIAL REGISTERED OFFICE AND AGENT

The principal address of the corporation and initial registered office is Anthony J. Verde
11266 W. Hillsborough Ave. #233 Tampa, FL 33635 and the name of the initial registered agent of
this corporation at that address is Anthony J. Verde.

ARTICLE VII – INITIAL BOARD OF DIRECTORS

This corporation shall have one director constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by the bylaws; however, there shall never be less than three Directors or more than five. The name and address of the initial Board of Directors of the corporation are:

Anthony J. Verde
11266 W. Hillsborough Ave. #233
Tampa, FL 33635

ARTICLE VIII – INCORPORATIONS

The name and address of the Incorporator signing these articles is Anthony J. Verde
11266 W. Hillsborough Ave. #233 Tampa, FL 33635

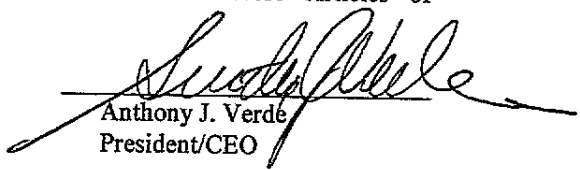
ARTICLE IX – INDEMNIFICATION

The corporation shall indemnify any Office of Director or any former office or director, to the full extent permitted by law.

ARTICLE X – ADMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment herto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

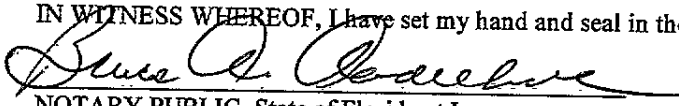
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the 16th day of October, 2001.

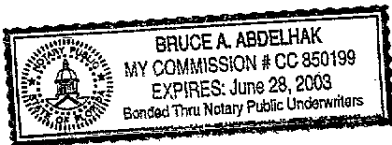

Anthony J. Verde
President/CEO

**STATE OF FLORIDA
COUNTY OF PINELLAS**

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared Anthony J. Verde, known to be and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have set my hand and seal in the State and County above, this October 15, 2001.


NOTARY PUBLIC, State of Florida at Large
My commission expires:



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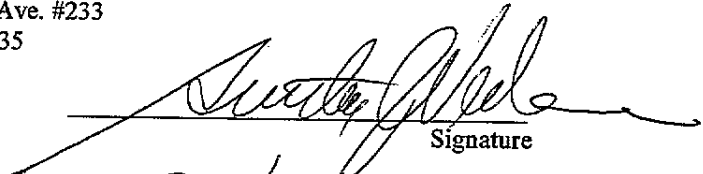
CERTIFICATE DESIGNATING
REGISTERED AGENT/REGISTERED OFFICE

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provision of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: INNER LIGHT ENTERTAINMENT MANAGEMENT GROUP, INC.
2. The name and address of the registered agent and office is:

Anthony J. Verde
11266 W. Hillsborough Ave. #233
Tampa, FL 33635

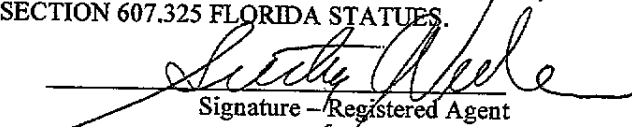


Signature
CEO/PRESIDENT

Title
10/25/01

Date

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATION OF SECTION 607.325 FLORIDA STATUTES.



Signature - Registered Agent
10/25/01

Date