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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

VIA FEDERAL EXPRESS

November 26, 2001

Corporate Records Bureau
Department of State
Division of Corporations
409 East Gaines
Tallahassee, Florida 32399

RE: CAREFREE ENTERTAINMENT, INC.

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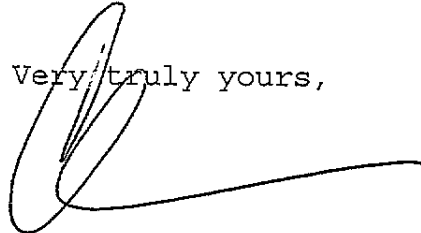
Gentlemen:

Enclosed are the original Articles of Incorporation and Resident Agent Certificate, together with my check in the amount of \$87.50 to cover the filing fee, charter tax, certified copy and the Resident Agent fee.

Please forward the certified copy and the Certificate of Incorporation to this office via Federal Express. I have enclosed a bill of lading for your convenience.

Thank you for your kind attention in this matter.

Very truly yours,



Charles E. Butler III

CEB3/bb
enc

P.S. If there is any problem with the home please call - Do NOT SEND IT BACK.

CEB3

G. BLALOCK NOV 30 2001

ARTICLES OF INCORPORATION
OF
CAREFREE ENTERTAINMENT, INC.

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ARTICLE I- NAME

The name of this corporation is CAREFREE ENTERTAINMENT, INC.

ARTICLE II- DURATION

This corporation shall have perpetual existence commencing on the 27th day of November, 2001.

ARTICLE III-PURPOSE

This corporation is organized for the purpose of any and all lawful business, and this corporation shall have all powers to effect its purpose.

ARTICLE IV- CAPITAL STOCK

This corporation is authorized to issue one hundred (100) shares of One Dollar (\$1.00) par value common stock.

ARTICLE V- RIGHTS OF SHARES OF CAPITAL STOCK

Section 1. Rights Upon Liquidation or Dissolution.

The assets of this corporation shall be payable to and distributed ratably among the holders of record of the common shares.

Section 2. Voting Rights.

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be voted exclusively in the holders of the outstanding common shares.

ARTICLE VI- PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of

the corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price which it is offered to others.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of this corporation is 227 First Street, Suite 2, Miami Beach, FL 33139, and the name of the initial registered agent of this corporation at that address is Anthony Marotta.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have 3 directors initially. The names and addresses of the initial director of this corporation is:

Anthony Marotta	227 First Street,#2 Miami Beach, FL 33139
Gary Marotta	227 First Street,#2 Miami Beach,FL 33139
Torey M.Thorpe	227 First Street,#2 Miami Beach,FL 33139

ARTICLE IX - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is: Anthony Marotta, 227 First Street, #2, Miami Beach, FL 33139.

ARTICLE X - BYLAWS

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

ARTICLE XI - CALLING SPECIAL MEETINGS

Special meetings of Shareholders may be called by 50% of the holders of the outstanding common stock.

ARTICLE XII - SHAREHOLDER QUORUM AND VOTING

Fifty percent (50%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the shareholders.

ARTICLE XIII - 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 such approval is required by law. Said approval may be made at a meeting of the shareholders or in writing as provided by law.

ARTICLE XIV - RIGHTS OF SHAREHOLDERS TO DISSENT

The shareholders of this corporation shall have the right to dissent from any corporate actions from which shareholders are entitled to dissent.

ARTICLE XV - SHAREHOLDERS MEETING REQUIRED

Any action of the shareholders of this corporation must be taken at a meeting of shareholders of this corporation, duly called as provided by law, unless written consent by holders of 75% of all issued and outstanding shares is obtained.

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 direction of, the shareholders of this corporation until such time as the directors may elect officers.

ARTICLE XVII - POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act, except this corporation shall not have the power to be a promoter,

incorporator, partner, member, associate or manager of any corporation, partnership, joint venture, trust or other enterprise, unless approval is given by 2/3 of the holders of the outstanding common stock.

ARTICLE XVIII - DIRECTORS COMPENSATION

The shareholders of this corporation shall have the exclusive authority to fix the compensation of directors of this corporation.

ARTICLE XIX - NO REMOVAL OF DIRECTORS

The shareholders of this corporation shall not be entitled to remove any director from office during his term, unless otherwise provided by the laws of the State of Florida and the Florida General Corporation Act.

ARTICLE XX - MEETINGS BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in meeting of the Board of Directors by means of conference telephone as provided by law.

ARTICLE XXI - ACTION BY DIRECTORS WITHOUT A MEETING

The directors of this corporation may take action by written consent, as provided by law.

ARTICLE XXII - DIVIDENDS

Dividends may be paid to shareholders from the operating surplus of the corporation or from capital in the form of a tax free return of capital as may be determined by the Board of Directors. Dividends payable in shares of any class of stock may be paid to the holders of shares of any other class in lieu of a cash dividend payment as may be determined by the Board of Directors.

ARTICLE XXIII - INDEMNIFICATION

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

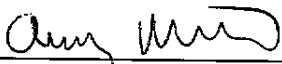
ARTICLE XXIV - FISCAL YEAR

The end of the accounting year of this corporation shall be the end of the calendar year.

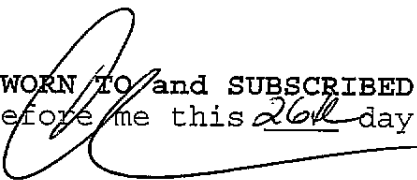
ARTICLE XXV - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any rights conferred upon the shareholders is subject to this reservation. Any amendment to the Articles of Incorporation shall be by a vote of 2/3 of the outstanding shares of stock or by written consent of the holders of 2/3 of the outstanding shares of the common stock of the corporation.

IN WITNESS WHEREOF, the undersigned authority has executed these Articles of Incorporation this 26th day of November, 2001.

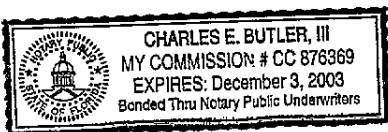


Anthony Marotta


SWORN TO and SUBSCRIBED
before me this 26 day of November, 2001.

Notary Public

My commission expires:



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHO PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

THAT CAREFREE ENTERTAINMENT, INC., DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT 227 FIRST STREET, #2, MIAMI BEACH, FL 33139 HAS NAMED ANTHONY MAROTTA AS RESIDENT AGENT, LOCATED AT 227 FIRST STREET, #2, MIAMI BEACH, FL 33139 AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE: Anthony Marotta

TITLE: President & Director

DATE: 11/26/01

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.

SIGNATURE: Anthony Marotta

DATE: 11/26/01

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