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Florida Department of State
Division of Corporations
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To:

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FLORIDA PROFIT CORPORATION OR P.A.

HOUSEMAN ENTERTAINMENT, INC.

Certificate of Status	0
Certified Copy	1
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ARTICLES OF INCORPORATION

OF

HOUSEMAN ENTERTAINMENT, INC.

ARTICLE I- NAME

The name of the corporation is HOUSEMAN ENTERTAINMENT, INC.

ARTICLE II- ADDRESS

The principal office or mailing address of this corporation shall be located at:

HOUSEMAN ENTERTAINMENT, INC.
801 Brickell Bay Drive
Four Ambassadors
Box 4, PMBC 118
Miami, Florida 33131

ARTICLE III- DURATION

This corporation shall exist in perpetuity.

ARTICLE IV- PURPOSE

This corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and Florida.

ARTICLE V- INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 801 Brickell Bay Drive, Four Ambassadors, Box 4, PMBC 118, Miami, Florida 33133.

This instrument prepared by:

Richard R. Robles, Esquire
801 Brickell Bay Drive
Four Ambassadors
Lobby Area, Box #10
Miami, Florida 33131
Phone (305) 755-9200
FBN: 0088481

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ARTICLE VI- CAPITAL STOCK

This corporation is authorized to issue 100 shares of \$1.00 par value common stock which shall be designated "Common Shares."

ARTICLE VII- INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either be increased or diminished from time to time by the By-Laws, but shall never be less than one. The name and address of the initial directors and officers of this corporation are:

Director, President, Vice President,
Treasurer & Secretary:

Kerven Telsey
801 Brickell Bay Drive
Four Ambassadors
Box 4, PMBC 118
Miami, Florida 33131

ARTICLE VIII- INCORPORATOR

The name and address of the person signing these Articles is:

Kerven Telsey
801 Brickell Bay Drive
Four Ambassadors
Box 4, PMBC 118
Miami, Florida 33131

ARTICLE IX- BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors.

ARTICLE X- POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE XI- INDEMNIFICATION

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

ARTICLE XII- AMENDMENT

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.

IN WITNESS WHEREOF, the undersigned subscribed has executed these Articles of Incorporation this 12th day of December, 2001.


KERVEN TELSEY

STATE OF FLORIDA

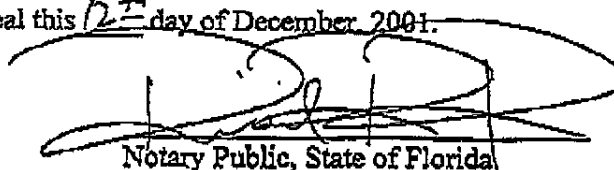
SS

COUNTY OF MIAMI- DADE

BEFORE ME, the undersigned authority, personally appeared Kerven Telsey, to me well known, and known to me to be the individual described in and who executed the forgoing instrument as subscribed hereto.

FT 420 - 500 - 77 - 098 - 0

WITNESS my hand and official seal this 12th day of December, 2001.


Notary Public, State of Florida
Printed Name:

My Commission expires:

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DESIGNATION OF REGISTERED AGENT

Pursuant to Chapter 48.091 and 607.034, Florida Statutes, the following is submitted in compliance with the requirements and made a part of the Articles of Incorporation of the corporation.

That, HOUSEMAN ENTERTAINMENT, INC., desiring to organize under the Laws of the State of Florida, with its registered office and agent as indicated in the Articles of Incorporation, has named Kerven Telsey, 2832 N.W. 55 Avenue, Apt. 1-D, Lauderhill, Florida 33313 as its Registered Agent to accept service of process within this State.

Acceptance of appointment as
Registered Agent

Kerven Telsey
KERVEN TELSEY

This instrument prepared by:

Richard R. Robles, Esquire
801 Brickell Bay Drive
Four Ambassadors
Lobby Area, Box #10
Miami, Florida 33131

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