TRANSMITTAL LETTER

1000/2/49

partment of State Division of Corporations P.O. Box 6327 Tallahassee, FL 32314

800004738468--2 -12/26/01--01041--009 ******78.75 ******78.75

(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)	SUBJECT:	Reel to Reel.com, Inc. (PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)	
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Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

□ \$70.00

\$78.75

Filing Fee

Filing Fee

& Certificate of Status

\$78.75

□ \$87.50

Filing Fee

Filing Fee,

& Certified Copy Certified Copy

& Certificate of

Status

ADDITIONAL COPY REQUIRED

FROM: Reel to	o Reel.com, Inc. Name (Printed or typed)	Fo:	-	
	N. Federal Hwy, - Suite 303 Addres	 ECATA		- 5 [
Ft. La	auderdale, FL – 33305 City, State & Zip	 SSAFE	26 PM	
(954)	739-6077 Daytime Telephone Number	3 TATE	2: 21	

NOTE: Please provide the original and one copy of the articles.

ARTICLES	OF	INCORP	ORATION
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In compliance with Chapter 607 and/or chapter 621, F.S. (Profit)

ARTICLE I NAME

The name of the corporation shall be:

Reel to Reel.com, Inc.

ARTILE II ___ PRINCIPAL OFFICE

The principal place of business/mailing address is:

2500 N. Federal Hwy., #303 Ft. Lauderdale, FL 33305

ARTICLE III PURPOSE

The purpose for which the corporation is organized is:

General Business

ARTICLE IV SHARES

The number of shares of stock is:

One Hundred

ARTICLE V INITIAL OFFICERS/DIRECTORS (optional)

The name(s), address(es) and title(s):

Steven F. Gagnon

ARTICLE VI REGISTERED AGENT

The name and Florida street address of the registered agent is:

Greenspoon Marder Hirschfeld Rafkin Ross & Berger

Trade Center South, Suite 700

100 West Cypress Creek Road

Ft. Lauderdale, FL 33309

ATTN: Greg Nordt

ARTICLE VII INCORPORATOR

The name and address of the incorporator is:

Entertainment Holdings, Inc.

2500 N. Federal Hwy, #303

Ft. Lauderdale, FL 33305.

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Signature/Registered Agent

12-19-6

Date

12-18-01

ignature Incorporator