

**Electronic Articles of Incorporation
For**

**P02000021305
FILED
February 25, 2002
Sec. Of State**

5TH & OCEAN PRODUCTIONS INC.

The undersigned incorporator, for the purpose of forming a Florida profit corporation, hereby adopts the following Articles of Incorporation:

Article I

The name of the corporation is:

5TH & OCEAN PRODUCTIONS INC.

Article II

The principal place of business address:

465 OCEAN DR.
809
MIAMI BEACH, FL. 33139

The mailing address of the corporation is:

465 OCEAN DR.
809
MIAMI BEACH, FL. 33139

Article III

The purpose for which this corporation is organized is:

ANY AND ALL LAWFUL BUSINESS.

Article IV

The number of shares the corporation is authorized to issue is:

1000

Article V

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

RICHARD S WOLFSON
11900 BISCAYNE BLVD.
760
MIAMI, FL. US 33181

I certify that I am familiar with and accept the responsibilities of registered agent.

Registered Agent Signature: RICHARD WOLFSON

Article VI

The name and address of the incorporator is:

DAVID MARDINI
465 OCEAN DR. SUITE 809
MIAMI BEACH, FL. 33139

Incorporator Signature: DAVID MARDINI

Article VII

The initial officer(s) and/or director(s) of the corporation is/are:

Title: P
DAVID MARDINI
465 OCEAN DR. SUITE 809
MIAMI BEACH, FL. 33139

Title: V
PETER L WOLFSON
391 HOLIDAY DR.
HALLANDALE, FL. 33009

Title: T
JUSTIN S ALTSHULER
1200 WEST AVE. SUITE 1231
MIAMI BEACH, FL. 33139