Florida Department of State

Division of Corporations Public Access System Katherine Harris, Secretary of State

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To:

Division of Corporations

: (050)205-0381

From:

Account Name

: EMPIRE CORPORATE KIT COMPANY

Account Number : 072450003255

: (305)634-3694

Fax Number

: (305)633-9696

FLORIDA PROFIT CORPORATION OR P.A.

FUNKINGS ENTERTAINMENT, INC.

Certificate of Status	0
Certified Copy	4,
Page Count	, 06
Estimated Charge	\$78.75

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ARTICLES OF INCORPORATION OF FUNKINGS ENTERTAINMENT, INC.



The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation under the State of Florida.

ARTICLE I NAME OF THE CORPORATION

The name of the corporation is FUNKINGS ENTERTAINMENT, INC.

ARTICLE II DURATION AND BEGINNING OF CORPORATE EXISTENCE

The corporation shall exist perpetually. The Corporate existence shall commence as of filing of the Articles of Incorporation.

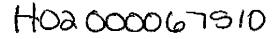
ARTICLE III PURPOSE OF THE CORPORATION

The corporation is organized for the purposes of operating any and all lawful businesses.

ARTICLE IV CAPITAL STOCK

The corporation is organized to have outstanding one class of stock designated as common stock. The maximum number of shares of common stock which the corporation is authorized to have outstanding is 100 shares of common stock at \$1.00 par value per share. Holders of common stock are entitled to vote on all questions required by law on the basis of one vote per share and there shall be no cumulative voting. Holders of common stock shall not have preemptive rights to subscribe to the corporation's securities.

Prepared by Colin Robinson ROBINSON & COMPANY 17645 NW 27TH AVE, MIAMI, FL 33056 PHONE: (305) 621-7555/6579



2

ARTICLE V INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The name of the initial registered agent of this corporation is ROBERT ANDERSON. The street address of the initial registered office of the corporation in the State of Florida is 320 S. FLAMINGO ROAD, STE. #298. PEMBROKE PINES, FLORIDA 33027.

ARTICLE VI INITIAL BOARD OF DIRECTORS

The corporation shall have three (3) initial directors. The number of directors may be increased or decreased from time to time in the manner provided in the bylaws of the corporation. The name and street address of the initial Director(s) are:

ROBERT ANDERSON

320 S. Flamingo Road, #298

Pembroke Pines, FL 33027

ROBERT JAMES

16406 SW 39th Street

Miramar, PL 33027

REGINALD BAROSY

562 Demott Avenue

Baldwin, NY 11510

ARTICLE VII INCORPORATION

The name and address of the incorporator of these articles of incorporation is ROBERT ANDERSON, 320 S. FI AMINGO ROAD, STE. #298, PEMBROKE PINES, FLORIDA 33027.

3

ARTICLE VIU BYLAWS

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

ARTICLE IX INDEMNIFICATION

The corporation shall indemnify to the full extent permitted by law, the incorporator, any officer, director, employee, or agent of the corporation, or any person who at the request of the corporation is or was serving as a director, officer, employee, or agent of another corporation partnership, joint venture, trust or other enterprise.

ARTICLE X AMENDMENT

This corporation reserves the right to amend or repeal any prior provisions contained in these Articles of Incorporation or any amendment thereto.

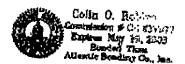
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation, the 27 day of MSC 2002.

ROBERT ANDERSON

STATE OF FLORIDA)
COUNTY OF BROWARD)

BEFORE ME, a Notary Public authorized to take acknowledgment in the State and County set forth above, personally appeared ROBERT ANDERSON, known to me and known by me to be the person who executed the foregoing Article of Incorporation, and he acknowledged before me that he executed these Article of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Official Seal in the State and County aforesaid, this 22 day of MAR. 2002.



NOTARY PUBLIC State of Florida at Large

My Commission Expires:



5

CERTIFICATE DESIGNATING REGISTERED AGENT AND PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF AGENT UPON WHOM PROCESS MY BE SERVED

In compliance with Sections 48.091 and 607.034, Florida Statutes the following is submitted:

FIRST that FUNKINGS ENTERTAINMENT. INC. desiring to organize or qualify under the laws of the State of Florida with its principal place of business at 320 S. FLAMINGO ROAD, STE. #298, PEMBROKE PINES, FLORIDA 33027, has named ROBERT ANDERSON of 320 S. FLAMINGO ROAD, STE. #298, PEMBROKE PINES, FLORIDA 33027, as its agent to accept service of process within Florida.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated corporation, at place designated in this Certificate, I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.

Dated this 27 day of MAR, 2002.

ROBERT ANDERSON
Registered Agent

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SECRETARY OF STATE
TALLAHASSTE, FLORIDA