

**P020000037007**

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**FLORIDA PROFIT CORPORATION OR P.A.**

**pipelaine entertainment, inc.,**

Certificate of Status	0
Certified Copy	1
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ARTICLES OF INCORPORATION  
OF

Pipeline Entertainment, INC.

The undersigned, in order to form a corporation for the purposes hereinafter stated, by and under the provisions of the Statutes of the State of Florida, do hereby subscribe to these Articles of Incorporation.

ARTICLE I. NAME

The name of this corporation is:

Pipeline Entertainment, INC.

The principal place of business is:

1602 Alton Road #105

Miami Beach, FL 33139

ARTICLE II . DURATION

This corporation shall have perpetual existence.

ARTICLE III. PURPOSE

This corporation is organized for the following purposes:

1. Of transacting any and all business permitted under the laws of the United States and under the laws of the State of Florida.

2. To purchase, sell, lease, operate, own, hold, transfer, convey, mortgage, or otherwise encumber, trade, exchange and generally deal in real estate and personal property of every kind, nature and description wheresoever located, both tangible and intangible and including chooses in action, either as owner, broker, agent or factor.

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3. In the purchase or acquisition of property, business rights or franchise, or for additional working capital, or for any other objective in or about its business affairs and without limits as to amount; to incur debts and to raise, borrow and secure the payment of money in any lawful manner, including the issue and sale or other disposition of bonds, evidence of indebtedness, whether secured by mortgage, pledge, deed of trust or otherwise. The corporation may issue its stocks for any lawful purposes, including the acquisition of any other entity.

4. To engage in any and all lawful activity and to institute, participate in and promote commercial, mercantile, financial and industrial enterprises and operations, and for the purpose of transacting any or all lawful business.

#### ARTICLE IV. CAPITAL STOCK

This corporation is authorized to issue 500 shares of common stock at ONE (\$1.00) dollar par value.

#### ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of his corporation shall have the right to purchase his prorata share at the price at which it is offered to others.

#### ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is: 1602 Alton Road, Apt 105, Miami Beach, FL, 33139, and the name of the initial registered agent of this corporation at that address is: Keith Clark.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

This corporation shall have two directors initially. The number of directors may be either increased or decreased by the By-Laws adopted by the shareholders but shall never be less than one. The names and addresses of the initial directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Marco Flyler	15565 SW 150 Street Miami, FL 33196
Keith Clark	1602 Alton Road #105 Miami Beach, FL 33139

ARTICLE VIII. INCORPORATION

The names and addresses of the incorporators are:

<u>NAME</u>	<u>Address</u>
Marco Flyler	15565 SW 150 Street Miami, FL 33196
Keith Clark	1602 Alton Road #105 Miami Beach, FL 33139

ARTICLE IX. BY-LAWS

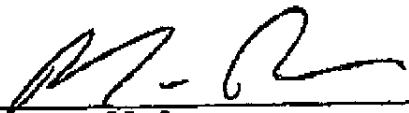
The power to adopt, alter, amend or repeal the By-Laws shall be vested in the Board of Directors and shareholders.

ARTICLE X. AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment to them, and any rights conferred upon the shareholders are subject to this reservation.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Incorporation this 2nd day of April, 2002.

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Marco Plyler

  
Keith Clark

STATE OF FLORIDA  
COUNTY OF MIAMI DADE

BEFORE ME the undersigned authority personally appeared Marco Plyler and Keith Clark, known to me to be the persons who executed the Articles of Incorporation of Pipeline Entertainment, and have acknowledged before me that they have executed the same for the purposes expressed therein.

IN WITNESS WHEREOF, I have set my hand and affixed my official seal at Miami, Dade County, Florida, this 2nd day of April, 2002.

RICHARD A. PEREZ  
Notary Public, State of Florida  
My comm. exp. 5, 2004  
Comm. No. 0005749

NOTARY PUBLIC

My commission expires:

Having been named to accept service of process for Pipeline Entertainment Inc., at the place designated in the foregoing Articles of Incorporation, 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.

DATE: 4/3/02

SIGNATURE:   
RESIDENT AGENT

This Instrument was prepared by:  
Richard A Perez, Esquire  
330 SW 27th Avenue, Suite 609  
Miami, Florida 33135  
Telephone: (305) 644-3377

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