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**Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 205-0381

From:

Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305) 599-0839
Fax Number : (305) 716-0346

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

BLUE ENTERTAINMENT, INC.

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$78.75

ARTICLES OF INCORPORATION

OF

BLU ENTERTAINMENT, INC.

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, hereby acts as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

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TALLAHASSEE, FLORIDA

ARTICLE I

The name of this corporation is BLU ENTERTAINMENT, INC.

ARTICLE II

The existence of the corporation shall begin on the date of filing with the Secretary of State (Florida), Division of Corporations.

ARTICLE III

The street address of the principal office of the corporation is 7278 Willow Spring Circle, Boynton Beach, Florida 33436; telephone (561) 703-3516.

ARTICLE IV

The maximum number of shares this corporation is authorized to issue is 100, par value \$1.00 per share, all of which shall be common shares. All common shares shall be identical with each other in every respect and the holders of common shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE V

The initial street address of the corporation's registered office is 7278 Willow Spring Circle, Boynton Beach, Florida 33436. The initial registered agent for the corporation at that address is Darryl Sturup.

ARTICLE VI

The names and street addresses of the incorporators of these articles of incorporation are

Darryl Sturup
Director/President/Treasurer

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7278 Willow Spring Circle
Boynton Beach, FL 33436

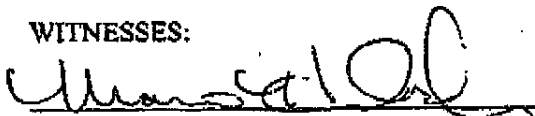
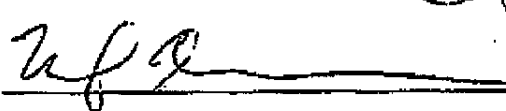
Steven Yariv
Director/Vice President/Secretary

7278 Willow Spring Circle
Boynton Beach, FL 33436

The undersigned has executed these articles of incorporation on this 15th day of April, 2002.


Darryl Sturup
Registered Agent
Director/President/Treasurer

WITNESSES:

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CERTIFICATE OF DESIGNATION OF REGISTERED AGENT

PURSUANT TO FL. STAT. 607.0501, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is:

BLU ENTERTAINMENT, INC.

2. The name and address of the registered agent is:

Darryl Sturup
7278 Willow Spring Circle
Boynton Beach, Florida 33436.

HAVING BEEN NAMED AS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Date: 4/15, 2002.

By: 

Darryl Sturup

Prepared by:
LAW OFFICE OF
CHARLES D. BARNARD, P.A.
3940 North Andrews Avenue
Fort Lauderdale, Florida 33309
Telephone: (954) 561-5880

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