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Open by Appointment Only

May 16, 2002

**SECRETARY OF STATE, STATE OF FLORIDA
DIVISION OF CORPORATIONS**

Post Office Box 6327
Tallahassee, Florida 32314

100005574001--2
-05/20/02--01034--056
*****70.00 *****70.00

In re: **Articles of Incorporation -
UNDAGROUND ENTERTAINMENT, INC.**

Dear Sir/Madam:

Enclosed please find the original and one copy of the **Articles of Incorporation** for the above referenced corporation.

Also enclosed is our firm's check in the amount of \$70.00, representing the filing fee.

Please return an executed copy to me in the self-addressed envelope provided for your use.

Thank you for your assistance in this matter, and if you have any questions, please call me.

Yours very truly,

Charlie Luckie, Jr.
CHARLIE LUCKIE, Jr.

CLj/owe

Enclosures as set forth above

Copy to: Anthony Black
(No enclosures)

OR 5/16/02

FILED
02 MAY 20 AM 10:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
UNDAGROUND 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.

ARTICLE I

The name of this corporation is **UNDAGROUND ENTERTAINMENT, INC.**, and the corporate existence shall commence as of the date of the filing of these Articles of Incorporation.

ARTICLE III

The duration of the corporation is perpetual.

ARTICLE IV

The street address of the principal office of the corporation is 7399 Cornflower Road, Brooksville, Florida 34601

ARTICLE V

The maximum number of shares this corporation is authorized to issue is 500, 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 principal office is 7399 Cornflower Road, Brooksville, Florida 34601. The street address of the initial registered office of this corporation is 282 A Street, Brooksville, Florida 34601. The name of the initial registered agent of this corporation at that address is Kenneth Stephens.

ARTICLE VI

The name and address of the incorporator of these articles of incorporation are:

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UNDAGROUND ENTERTAINMENT, INC.
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Name

Address

Anthony Black

7399 Cornflower Road
Brooksville, Florida 34601

ARTICLE VII

These Articles of Incorporation were executed at Brooksville, Florida, on this 15 day of May, 2002..

Anthony Black
ANTHONY BLACK
Incorporator

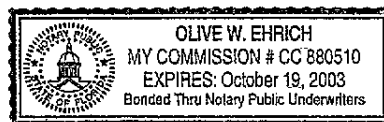
STATE OF FLORIDA
COUNTY OF HERNANDO

The foregoing instrument was acknowledged before me this 15 day of May, 2002, by **ANTHONY BLACK**, who is personally known to me.

NOTARY PUBLIC

Olive W. Ehrich
Print: OLIVE W. EHRICH

My Commission Number:
My Commission Expires:



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UNDAGROUND ENTERTAINMENT, INC.
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FILED
02 MAY 20 AM 10:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

In compliance with Section 48.091 and 607.0501, Florida Statutes, the following is submitted.

That **UNDAGROUND ENTERTAINMENT, INC.**, desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 7399 Cornflower Road, Brooksville, Florida 34601, has named **KENNETH STEPHENS**, whose address is 282 A Street, Brooksville, Florida, 34601, as its agent to accept service of process within Florida.

Dated: May 15, 2002.

By: 
ANTHONY BLACK, INCORPORATOR

ACCEPTANCE

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, 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.

Dated: May 15, 2002

By: 
**KENNETH STEPHENS,
REGISTERED AGENT**