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LAZARUS CORPORATE FILING SERVICE

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MIAMI, FLORIDA (305)552-5973

TERESA ROMAN (TALLAHASSEE REPRESENTATIVE)

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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. REAL ENTERTAINMENT GROUP, INC.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

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 DEPARTMENT OF STATE
 DIVISION OF CORPORATIONS
 TALLAHASSEE, FLORIDA

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| NEW FILINGS | |
|-------------------------------------|-------------------|
| <input checked="" type="checkbox"/> | Profit |
| <input type="checkbox"/> | NonProfit |
| <input type="checkbox"/> | Limited Liability |
| <input type="checkbox"/> | Domestication |
| <input type="checkbox"/> | Other |

| AMENDMENTS | |
|--------------------------|---------------------------------------|
| <input type="checkbox"/> | Amendment |
| <input type="checkbox"/> | Resignation of R.A., Officer/Director |
| <input type="checkbox"/> | Change of Registered Agent |
| <input type="checkbox"/> | Dissolution/Withdrawal |
| <input type="checkbox"/> | Merger |

| OTHER FILINGS | |
|--------------------------|------------------|
| <input type="checkbox"/> | Annual Report |
| <input type="checkbox"/> | Fictitious Name |
| <input type="checkbox"/> | Name Reservation |

| REGISTRATION/QUALIFICATION | |
|----------------------------|---------------------|
| <input type="checkbox"/> | Foreign |
| <input type="checkbox"/> | Limited Partnership |
| <input type="checkbox"/> | Reinstatement |
| <input type="checkbox"/> | Trademark |
| <input type="checkbox"/> | Other |

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 TALLAHASSEE, FLORIDA

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Examiner's Initials

ARTICLES OF INCORPORATION

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be:

REAL ENTERTAINMENT GROUP, INC.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

2628 N.W. 97TH AVENUE
MIAMI, FL 33172

ARTICLE III - PURPOSE

The purpose of this corporation is to engage in any or all-lawful business activity for which a corporation is permitted under the laws of the United States of America and of the State of Florida.

ARTICLE IV - CAPITAL STOCK

The number of shares of capital stock, which this corporation shall be authorized to issue, is one thousand (1,000) shares. Such shares shall be of a single class of common stock, and shall have a par value of One Dollars (\$1.00) per share.

**PREPARED BY:
JN ACCOUNTING AND TAX SERVICE, INC.
10305 N.W. 41 STREET, SUITE 116
MIAMI, FL 33178**

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ARTICLE V - DURATION

The Corporation shall have perpetual existence, provided that all of the requirements of the law are met.

ARTICLE VI - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

JAVIER ROBLES
2628 N.W. 97TH AVENUE
MIAMI, FL 33172

ARTICLE VII - INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

| | |
|---------------|--|
| ANTHONY PEREZ | — 2628 N.W. 97 TH AVENUE MIAMI, FL 33172 |
| JAVIER ROBLES | — 2628 N.W. 97 TH AVENUE MIAMI, FL 33172 |
| ANA M. WONG | 2628 N.W. 97 TH AVENUE MIAMI, FL 33172 |

ARTICLE VIII - DIRECTOR(S)

The name(s) of the director(s) to these Articles of Incorporation is(are):

ANTHONY PEREZ, PRESIDENT/TREASURER
JAVIER ROBLES, VICE-PRESIDENT
ANA M. WONG, SECRETARY

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this 24TH day of MAY, 2002.



JAVIER ROBLES

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

REAL ENTERTAINMENT GROUP, INC.

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

JAVIER ROBLES

(NAME)

2628 N.W. 97TH AVENUE

(P.O. BOX **NOT** ACCEPTABLE)

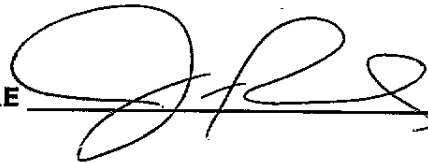
MIAMI, FL 33172

(CITY/STATE/ZIP)

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HAVING BEEN NAMED AS REGISTERED AGENT AND 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.

SIGNATURE



DATE

5-24-02