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FINLEY & ASSOCIATES

PAGE 04

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**LAW OFFICES  
CHANDLER FINLEY & ASSOCIATES, P.A.  
"THE IMMIGRATION OFFICE"**

**CHANDLER R. FINLEY, ESQ.  
MICHAEL S. MORANO, ESQ.**

**ADMITTED TO FLORIDA BAR  
ADMITTED TO U.S.DIST.CT.SO.FL  
FEDERAL BAR ASSOC.  
AMERICAN IMMIGRATION LAWYERS ASSOC.  
INTERNATIONAL BAR ASSOC.**

May 10, 2002

**1645 PALM BEACH LAKES BLVD, STE 400  
WEST PALM BEACH, FL 33401  
TEL: (561) 478-9930  
FAX: (561) 478-9948  
EMAIL: CFINLEY2@BELL SOUTH.NET**

**CORRESPONDENT OFFICES:  
LONDON, PARIS, BRUSSELS**

**900005677279--2  
-06/04/02--01040--006  
\*\*\*\*\*78.75 \*\*\*\*\*78.75**

**Via Certified Mail  
Return Receipt Requested**

**Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314**

**RE: Chandler & Morgan Entertainment, Inc.**

**Dear Sir/Madam:**

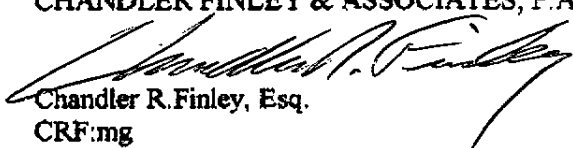
Enclosed please find the original and one (1) copy of the Articles of Incorporation for the above referenced corporation. Upon filing, please return the "stamped" copy of the Articles of Incorporation to this office.

Our check in the amount of \$78.75 is enclosed for payment of the filing fees.

Your prompt attention to this matter is appreciated.

Sincerely

**CHANDLER FINLEY & ASSOCIATES, P.A.**

  
Chandler R. Finley, Esq.  
CRF:mg  
Enclosure

**FILED  
02 JUN -4 AM 9:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**

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**ARTICLES OF INCORPORATION**  
**OF**  
**CHANDLER & MORGAN ENTERTAINMENT, INC.**

**Article I**

**Name**

The name of this corporation is **Chandler & Morgan Entertainment, Inc.**

**Article II**

**Principal Office Address**

The principal office of the Corporation is located at:

**1645 Palm Beach Lakes Blvd.,  
Suite 460  
West Palm Beach, Florida 33401**

**FILED**  
**02 JUN -4 AM 9:16**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

**Article III**

**Capital Stock**

This corporation is authorized to issue 1000 shares of common stock with no par value.

**Article IV**

**Pre-Emptive Rights**

Every shareholder, upon the sale of any unissued stock of this corporation for cash, assets or other consideration, shall have the right to purchase his pro rata share thereof (as nearly as maybe done without issuance of fractional shares) at the price at which it is offered to others.

**Article V**

**Initial Registered Office and Agent**

The street address of the initial registered office of this corporation is 1645 Palm Beach Lakes Blvd., Ste. 460, West Palm Beach, FL 33401 and the name of the initial registered agent this corporation at that office is Chandler Finley.

**Article VI**  
**Incorporator**

The name and address of the person signing these Articles is:

**Chandler R. Finley**  
**1645 Palm Beach Lakes Blvd., Ste. 460**  
**West Palm Beach, FL 33401**

**Article VII**  
**Initial Board of Directors**

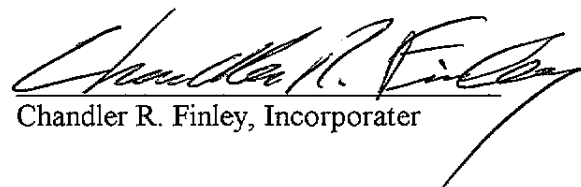
This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one.  
The name and address of the initial director of this corporation is:

<b>Name</b>	<b>Address</b>
Randy Carrillo	1645 Palm Beach Lakes Blvd., #460 West Palm Beach, FL 33401
Chandler R. Finley	1645 Palm Beach Lakes Blvd., #460 West Palm Beach, FL 33401

**Article IX**  
**Indemnification**

The corporation shall indemnify any incorporator, officer or director, or any former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 16th day of May 2002.

  
Chandler R. Finley, Incorporator

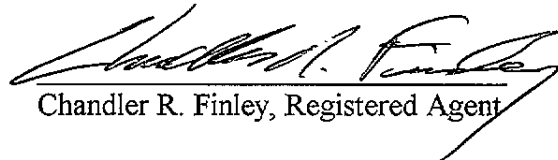
**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of §607.0501, Florida Statutes, the undersigned corporation, organized under 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: Chandler & Morgan Entertainment, Inc.
2. The name and address of the registered agent and office is:

Chandler R. Finley  
1645 Palm Beach Lakes Blvd., #460  
West Palm Beach, FL 33401

The undersigned, Chandler R. Finley, Registered Agent, hereby accepts the designation of himself as registered agent for this corporation and agrees to serve in compliance with all applicable Florida Statutes.

  
Chandler R. Finley, Registered Agent

**FILED**  
02 JUN -4 AM 9:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA