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FLORIDA PROFIT CORPORATION OR P.A.

~~BANK TIME HOLDINGS, INC.~~

Rockin Time Holdings, Inc.

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

July 12, 2002

FAS-T CORP

SUBJECT: BANK TIME HOLDINGS, INC.
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Written approval and clearance of the terms BANK, BANKER, BANKING, TRUST COMPANY, BANCSHARES, SAVINGS & LOAN ASSOCIATION, SAVINGS BANK, or CREDIT UNION or words of similar import, must be obtained from the Division of Banking, pursuant to section 655.922(2a), Florida Statutes.

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Division of Corporations - P.O. BOX 6327 Tallahassee, Florida 32314

**ARTICLES OF INCORPORATION
OF
ROCKIN TIME HOLDINGS, INC.**

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME.

The name of the corporation shall be: **ROCKIN TIME HOLDINGS, INC.**

ARTICLE II. ADDRESSES.

The address of the principal office of this corporation shall be 1200 Brickell Avenue, Suite #950, Miami, FL 33131 and the mailing address of the corporation shall be the same. The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE III. NATURE OF BUSINESS.

This corporation may engage or transact in any and all lawful activities and businesses permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE IV. CAPITAL STOCK.

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having \$.01 par value per share. Said capital stock shall be non-assessable and shall be payable in lawful money of the United States or in property, other than stock or securities, in lieu thereof, at a just valuation to be fixed by the board of directors of this corporation.

ARTICLE V. REGISTERED AGENT AND OFFICE.

The street address of the initial registered office of the corporation shall be 2301 Sunset Drive, Miami Beach, Florida 33140 and the name of the initial registered agent of the corporation at that address is Cheryl Julien Kaufman.

Prepared by:
Cheryl Julien Kaufman, Esq.
Cheryl Julien Kaufman
2301 Sunset Drive
Miami Beach, FL 33140
(305) 538-5380
FL Bar No. 623679

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ARTICLE VI. INCORPORATOR.

The name and street address of the incorporator to these Articles of Incorporation is:
Cheryl Julien Kaufman, P.A., 2301 Sunset Drive, Miami Beach, FL 33140.

ARTICLE VII. INITIAL DIRECTORS.

The number of directors that this corporation shall have initially is two. The number of directors may be altered from time to time as may be provided in the bylaws. The initial directors shall be David Burstyn of 21215 NE 38th Ave., Aventura, FL 33180 and Damon Decrescenzo of 1521 Alton Road, #518, Miami Beach, FL 33139. They shall serve as the directors until their respective successors are elected and shall qualify.

IN WITNESS WHEREOF, the undersigned agent of Cheryl Julien Kaufman, P.A. has hereunto set her hand and seal on July 11, 2002.

Cheryl Julien Kaufman, P.A.

By:  Pres.
Cheryl Julien Kaufman, Pres.

ACCEPTANCE OF REGISTERED AGENT

Cheryl Julien Kaufman having a business office identical with the registered agent of the corporation named above and having been designated as the registered agent in the foregoing Articles, is familiar with and accepts the obligations of the position of registered agent under Section 607.0505, Florida Statutes.


Cheryl Julien Kaufman

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