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M. CHRIS EDWARDS, P.A.

ATTORNEYS AT LAW

1001 NORTH U.S. HIGHWAY ONE, SUITE 400
JUPITER, FLORIDA 33477
TELEPHONE: (561) 743-0480
FACSIMILE: (561) 743-0046

OF COUNSEL:
PAUL J. NICOLETTI, P.A.
BLOCK & COLUCCI, P.C.
LAW OFFICES OF LAWRENCE W. DUFFY

August 6, 2002

Corporation Division
Department of State
P.O. Box 6327
Tallahassee, FL 32314

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-08/08/02--01029--002
*****70.00 *****70.00

Re: 137 ENTERTAINMENT GROUP, INC.

Dear Sirs/Madam:

Enclosed please find Articles of Incorporation and Certificate of Registered Agent in connection with the referenced corporation. Also enclosed is our firm's check in the amount of \$70.00 representing the filing fee and registered agent designation fee. Please send the date stamped copy back to our office in the enclosed stamped self-addressed envelope.

If you have any questions concerning the contents of this letter, or the enclosed articles of incorporation, please do not hesitate to call.

Sincerely,



Regina Holley

Legal Assistant to M. Chris Edwards, Esq.

rah/enc.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

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**ARTICLES OF INCORPORATION
OF
137 ENTERTAINMENT GROUP, INC.**

ARTICLE I

Name

The name of the corporation shall be 137 ENTERTAINMENT GROUP, INC.

ARTICLE II

Duration

This corporation shall exist perpetually.

ARTICLE III

Purpose

This corporation is organized for the purpose of engaging in any or all lawful business for which corporations may be incorporated.

ARTICLE IV

Capital Stock

This corporation is authorized to issue 100,000 shares of \$1.00 par value common stock, which shall be designated "Common Shares".

ARTICLE V

Preemptive Rights

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which she already holds, shall have the right to purchase her pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

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STATE DEPT. OF SOCIAL
DIVISION OF CORPORATIONS

ARTICLE VI

By-Laws

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

ARTICLE VII

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 1001 N. US Highway One, Ste. 400, Jupiter, FL 33477, and the name of the initial registered agent of this corporation at such office is M. Chris Edwards, who upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes as amended from time to time, with respect to keeping an office open for service of process. The mailing address of this corporation is P.O. Box 3102, Tequesta, FL 33469.

ARTICLE VIII

Initial Board of Directors

This corporation shall have two Director initially. The number of Directors may be either increased or diminished from time to time by the By-Laws.

ARTICLE IX

Incorporator

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

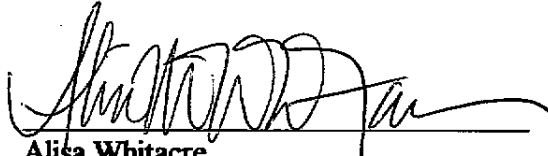
Alisa Whitacre
P.O. Box 3102
Tequesta, FL 33469

ARTICLE X

Amendment

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, for the purpose of forming a corporation under the laws of the State of Florida, the undersigned subscriber has executed these Articles of Incorporation this 6 day of August, 2002.


Alisa Whitacre

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for 137 ENTERTAINMENT GROUP, INC. at the place designated in the articles of incorporation, M. Chris Edwards, agrees to act in this capacity and agrees to comply with the provisions of section 48.091 relative to keeping such office open.

Dated this 6 day of August, 2002.


M. Chris Edwards

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SECRETARY OF STATE
DIVISION OF CORPORATIONS