08/29/02 10:42 FAX 3053719598

Division of Corporations

MIAMI ENGRAVING

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TALLAHASSEE, FLORID.

Florida Department of State

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To:

Division of Corporations

Fax Number :

· (850)205-0381

From:

Account Name : ACE INDUSTRIES, INC.

Account Number : 070744001530 Phone : (305)358-2571 Fax Number : (305)373-7718

FLORIDA PROFIT CORPORATION OR P.A.

HEADZ UP ENTERTAINMENT INC.

Certificate of Status	0
Certified Copy	1
Page Count	01
Estimated Charge	\$78,75

8/29/02

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H02-188451

Articles of Incorporation

Article 1:

Name of Corporation: HEADZ UP ENTERTAINMENT INC.

Address of Corporation: 7340 GRANDVIEW BLVD. MIRAMAR, FLORIDA 33023 02 AUG 29 AM 10: 25

Article 2:

Capital Stock: The number of shares which the corporation has authorized to be

outstanding at any one time is 100, with NO par value.

Article 3:

REGISTERED AGENT: KWAME DIXON

REGISTERED OFFICE: 6318 SW 20TH CT.

MIRAMAR, FLORIDA 33023

*I am familiar with and hereby accept the duties and responsibilities as Registered Agent for said corporation.

Article 4:

The Board of Directors are: (Board of Directors is NOT REQUIRED).

First listed is President, Second is Vice President, then Secretary/Treasurer.

1. KWAME DIXON (P), 6318 SW 20TH CT., MIRAMAR, FLORIDA 33023

2. DAVID VAUGHN (VP), 7340 GRANDVIEW BLVD., MIRAMAR. FLORIDA 33023

3. IDIAMAN MELVIN (S), 6318 SW 20TH CT., MIRAMAR, FLORIDA 33023

4. ROMONO DIXON (T), 6318 SW 20TH CT., MIRAMAR, FLORIDA 33023

Article 5:

The NAME and ADDRESS of the INCORPORATOR is:

KWAME DIXON 6318 SW 20TR CT. MIRAMAR, FLORIDA 33023

In witness whereof, I have subscribed my name:

H02-188451

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Signature of Registered Agent

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