

THE LAW OFFICES OF
JOHN BRADLEY AND ASSOCIATES, P.A.

1215 E. BROWARD BLVD., SUITE 200
FORT LAUDERDALE, FLORIDA 33301

JOHN F. BRADLEY

(954) 523-6160

August 21, 2002

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*****70.00 *****70.00

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: POCKET CHANGE ENTERTAINMENT, INC.
Articles of Incorporation

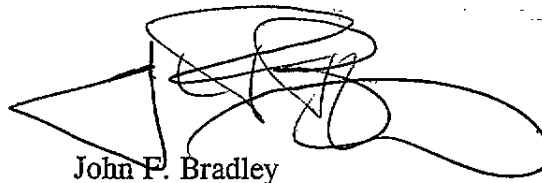
Dear Sirs,

Please find enclosed Articles of Incorporation for the above referenced matter together with a check in the amount of \$70.00 representing your fee. Please file the same at your earliest opportunity and return a stamped copy to my office.

If you have any questions please feel free to contact this office. Thanking you for your attention to this matter, I am

Sincerely yours,

JOHN BRADLEY AND ASSOCIATES, P.A.



John F. Bradley

JFB/br
Encl.
cc: Pocket Change Entertainment, Inc.

FILED
02 AUG 29 AM 10:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FILED
02 AUG 29 AM 10:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
POCKET CHANGE ENTERTAINMENT, INC.

The undersigned, acting as Incorporator for the purpose of forming a for profit Corporation under the provisions of Chapter 607 of the Florida Statutes, hereby delivers the following Articles of Incorporation for said Corporation to the Department of State of the State of Florida.

ARTICLE I

NAME

The name of the Corporation is **POCKET CHANGE ENTERTAINMENT, INC.** The address for the principal office of this corporation shall be 7860 N.W. 50th Street, #108, Lauderhill, FL 33351.

ARTICLE II

PURPOSE

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

ARTICLE III
CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is one-thousand (1000) shares of common stock having no par value per share.

ARTICLE IV
REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the Corporation shall be 7860 N.W. 50th Street, #108, Lauderhill, FL 33351, and the name of the registered agent of the Corporation at that address is Terry Scott.

ARTICLE V
INCORPORATOR

The name and address of the Incorporator executing these Articles of Incorporation is:

Terry Scott
7860 N.W. 50th Street, #108
Lauderhill, FL 33351

ARTICLE VI
TERM OF EXISTENCE

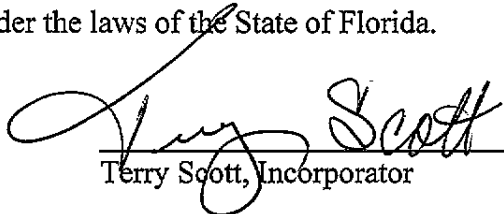
This corporation is to exist perpetually.

ARTICLE VII

SPECIAL PROVISION

This corporation shall be organized to comply with the provisions of Sub chapter of the Internal Revenue Code, 26 U.S.C. 1361 ET. SEQ., and shall take all actions necessary to obtain and maintain its status as an "S" Corporation as defined therein.

IN WITNESS WHEREOF, the undersigned Incorporator and Registered Agent has hereunto set his hand and seal this 28th day of Aug, 2002, for the purpose of forming this Corporation for profit under the laws of the State of Florida.


Terry Scott, Incorporator

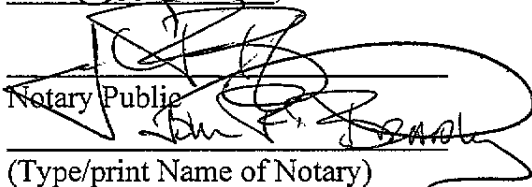
**STATE OF FLORIDA
COUNTY OF BROWARD**

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgments, personally appeared Terry Scott,

1. { } to me personally known to be the person described herein and who executed the foregoing instrument, and acknowledged under oath that he executed the same; or

2. { A } who produced identification in the form of S 800-812-54-294-0, and acknowledged under oath before me that he executed the same.

WITNESS my hand and official seal in the County and State aforesaid this 21st day of Aug, 2002.


Notary Public
(Type/print Name of Notary)

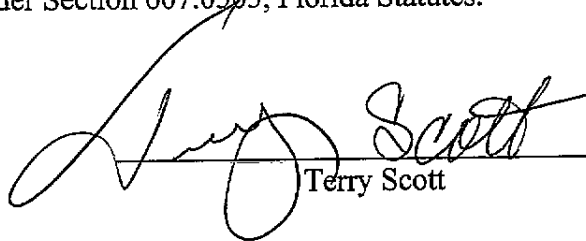
My Commission Expires:



John F. Bradley
MY COMMISSION # DD053204 EXPIRES
November 2, 2005
BONDED THRU TROY FAIN INSURANCE, INC

**ACCEPTANCE OF REGISTERED AGENT
DESIGNATED IN ARTICLES OF INCORPORATION**

Terry Scott, is an individual residing within the state and maintaining a business office identical with the registered office and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.


Terry Scott

FILED

**02 AUG 29 AM 10:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA**