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TRANSMITTAL LETTER

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

SUBJECT: NRG Entertainment, Inc.

I enclose an original and one (1) copy of the Articles of Incorporation for the above corporation and a check in the amount of \$70.00.

SIGNED: _____

Joseph Corradino

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

From:

Name: Joseph Corradino

Address: 481 Wekiva Cove Road

Longwood, FL 32779

(407) 677-6012

Telephone Number

FILED
02 SEP 30 AM 9:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

NRG Entertainment, Inc.

FILED

02 SEP 30 AM 9:49

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

The undersigned incorporator, for the purpose of forming a corporation pursuant to the provisions of the "Florida Business Corporation Act", hereby adopts the following Articles of Incorporation:

ARTICLE ONE - CORPORATE NAME

The name of this corporation is NRG Entertainment, Inc.

ARTICLE TWO - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation are:

7857 Shoals Drive, Suite E

Orlando, Florida 32817

ARTICLE THREE - TERM OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE FOUR - NATURE OF BUSINESS

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

ARTICLE FIVE - CAPITOL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

<u>Class</u>	<u>Par Value</u>	<u>Number</u>
<u>Common</u>	<u>\$1.00</u>	<u>100,000</u>
(Type)	(\$ value)	(# of shares)

ARTICLE SIX - INITIAL REGISTERED AGENT AND OFFICE

The name and address of the initial registered agent and registered office is:

Name: Rob Larson

Address: 9 Protina Court #302

Winter Springs, FL 32708

ARTICLE SEVEN - INITIAL DIRECTOR

The number of directors constituting the initial Board of Directors of the corporation is two (2), and the name of the persons who are to serve as directors until the organizational meeting or until the first meeting of shareholders or until their successors are elected and qualified are:

Name: Joseph Corradino

Address: 481 Wekiva Cove Road

Longwood, FL 32779

Name: Rob Larson

Address: 9 Protina Court #302

Winter Springs, FL 32708

ARTICLE EIGHT - LIMITATION OF LIABILITY

Each director, stockholder and officer, in consideration for his services, shall be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by him in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him by reason of his being or having been a director, stockholder or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, stockholder or officer may be

entitled as a matter of law.

ARTICLE NINE - SELF DEALING

No contract or other transaction between the corporation and other corporations shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in a contract or transaction, or are directors or officers of any other corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in such contract, act or transaction, or in any way connected with such person or person's firm or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested. Any director of the corporation may vote upon any transaction with the corporation without regard to the fact that he is also a director of such subsidiary or corporation.

ARTICLE TEN - INCORPORATOR

The name and street address of the incorporator of these Articles of Incorporation is:

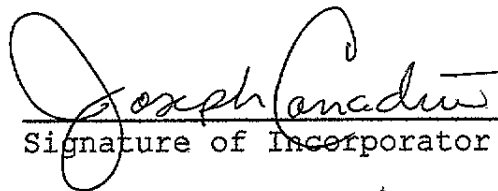
Name: Joseph Corradino

Address: 481 Wekiva Cove Road

Longwood, FL 32779

The undersigned has executed these Articles of Incorporation on:

Date: 9-23-02


Signature of Incorporator

CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of 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:

NRG Entertainment, Inc.

2. The name and address of the registered agent and office is:

Rob Larson

9 Portina Court # 302

Winter Springs, FL 32708

Signature: 

Title: Registered Agent

Date: 09/23/02

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TALLAHASSEE, FLORIDA

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Signature: 

Date: 9/23/02