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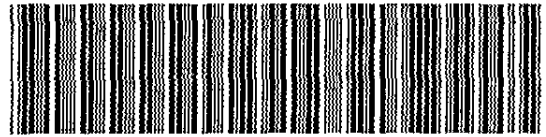
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TALLAHASSEE, FLORIDA

DIVISION OF CORPORATIONS

NAME LUIS I KLEINMAN
ADDRESS 1800 SW 27Th Ave Suite #501
CITY MIAMI STATE FLORIDA ZIP CODE 33145
AREA CODE & PHONE NUMBER (305) 642-4236
NAME OF CORPORATION PLEASURE ISLAND ENTERTAINMENT CORP.

FOR OFFICE USE ONLY

<input checked="" type="checkbox"/>	DOMESTIC	<input type="checkbox"/>	AMENDMENT	<input type="checkbox"/>	SEARCH
<input type="checkbox"/>	FOREIGN	<input type="checkbox"/>	DISSOLUTION	<input type="checkbox"/>	MERGER
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<input type="checkbox"/>	NON-PROFIT	<input type="checkbox"/>	ANNUAL REPORT	<input type="checkbox"/>	RESERVATI
<input type="checkbox"/>	LIMITED PARTNERSHIP	<input checked="" type="checkbox"/>	CERTIFICATE UNDER SEAL	<input checked="" type="checkbox"/>	CERTIFIED COPY

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF**

PLEASURE ISLAND ENTERTAINMENT CORP.

THE UNDERSIGNED FOR THE PURPOSE OF FORMING A CORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA, DOES HEREBY ADOPT AND DECLARE THE FOLLOWING.

ARTICLE I - NAME

THE NAME OF THIS CORPORATION IS:

PLEASURE ISLAND ENTERTAINMENT CORP.

ARTICLE II - DURATION.

THIS CORPORATION SHALL HAVE PERPETUAL EXISTENCE.

ARTICLE III - PURPOSE

THE CORPORATION MAY ENGAGE IN ANY BUSINESS PERMITTED UNDER THE LAWS OF THE STATE OF FLORIDA.

ARTICLE IV - CAPITAL STOCK

THIS CORPORATION IS AUTHORIZED TO ISSUE 20,000.000 SHARES OF NO PAR VALUE COMMON STOCK, WHICH SHALL BE DESIGNATED COMMON SHARES.

ARTICLE V - INITIAL REGISTERED OFFICE & AGENT.

THE NAME AND STREET ADDRESS OF THE INITIAL REGISTERED AGENT OF THIS CORPORATION IS: CORPORATE & INVESTMENT SERVICES, INC
7501 TREASURE DRIVE, NORTH BAY VILLAGE, MIAMI BEACH, FLA 33141

THE ADDRESS OF THE PRINCIPAL OFFICE OF THIS CORPORATION IS:
7501 TREASURE DRIVE, NORTH BAY VILLAGE, MIAMI BEACH FLA, 33141

ARTICLE VI - INITIAL BOARD OF DIRECTORS.

THIS CORPORATION SHALL HAVE ONE DIRECTOR(S) INITIALLY. THE NUMBER OF DIRECTORS MAY BE INCREASED OR DECREASED FROM TIME TO TIME, IN ACCORDANCE WITH THE BY-LAWS, BUT SHALL NEVER BE LESS THEN ONE (1). THE NAME AND ADDRESS OF THE INITIAL DIRECTOR (S) OF THIS CORPORATION IS. RODOLFO N VALGONI
7501 TREASURE DRIVE, NORTH BAY VILLAGE, MIAMI BEACH FLA, 33141

ARTICLE VII - BY-LAWS.

THE BY-LAWS OF THIS CORPORATION MAY BE ADOPTED, ALTERED, AMENDED, OR REPEALED BY EITHER THE STOCKHOLDERS OR THE BOARD OF DIRECTORS.

ARTICLE VIII - AMENDMENTS.

THIS CORPORATION RESERVES THE RIGHT TO AMEND OR REPEAL ANY OF THE PROVISIONS CONTAINED IN THESE ARTICLES OR INCORPORATION, IN ACCORDANCE WITH THE PROVISIONS OF THE FLORIDA GENERAL CORPORATIONS ACT.

ARTICLE IX - INCORPORATOR (S)

IN WITNESS WHEREOF, THE UNDERSIGNED HAS EXECUTED THESE ARTICLES OF INCORPORATION THIS 25 DAY OF NOVEMBER OF THE YEAR 2002

THE NAME AND ADDRESSES OF THE PERSON (S) SIGNING THESE ARTICLES IS (ARE)

SIGNATURE: R. Valgoni NAME: RODOLFO N VALGONI
ADDRESS: 7501 TREASURE DR NORTH BAY VILLAGE MIAMI BEACH FLA, 3314
SIGNATURE: _____ NAME: _____
ADDRESS: _____
SIGNATURE: _____ NAME: _____
ADDRESS: _____

ACCEPTANCE BY REGISTERED AGENT.

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE NAMED CORPORATION: AT THE PLACE DESIGNATED IN ARTICLE "V" OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN SUCH CAPACITY AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF ITS DUTIES.

ACCEPTANCE
By: SIGNATURE: [Signature] LUIS I KLEINMAN
NAME OF RESIDENT AGENT. CORPORATE & INVESTMENT SERVICES INC
ADDRESS: 7501 TREASURE DR MIAMI BEACH FLA, 33141

THIS 12th DAY OF NOVEMBER OF THE YEAR 2002