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03 APR 14 AM 9:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

OB 4/17

April 5, 2003

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

Gentlemen:

Enclosed please find the Articles of Incorporation for HONEYBADGER ENTERTAINMENT INC. along with a check in the amount of \$70.00 for the filing fee and designation of the registered agent.

Also enclosed is a photocopy of the Articles. Please return this to me with the filing date stamped on it.

Thank you,

Kyle Booker
2875 S Orange Ave Ste 500-1100
Orlando, FL 32806

ARTICLES OF INCORPORATION

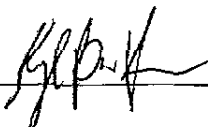
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03 APR 14 AM 9:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The name of the Corporation is: HONEYBADGER ENTERTAINMENT, INC.
2. The principal place of business and mailing address of the Corporation is:
2875 S Orange Ave Ste 500-1100
Orlando, FL 32806
3. The Corporation shall have the authority to issue 1000 shares of common stock, in one class only with a par value of \$ 1.00
4. The Registered Agent of the Corporation is John DiCenzo whose address is
1155 S Carpenter Ave., Orange City, FL
5. The initial Board of Directors shall have 1 members whose name and address(es) is/are as follows:
Kyle Booker
2875 S Orange Ave Ste 500-1100
Orlando, FL 32806

The number of directors may be raised or lowered by amendment of the bylaws of the corporation but shall in no case be less than one.

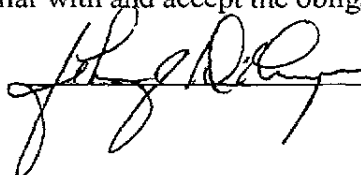
6. The incorporator of this corporation is Kyle Booker, whose address is
2875 S Orange Ave STE 500-1100, Orlando, FL 32806

Dated: April 5, 2003

 Incorporator

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 am familiar with and accept the obligations of my position as registered agent.

Dated: April 5, 2003

 Registered Agent