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(City/State/Zip/Phone #)

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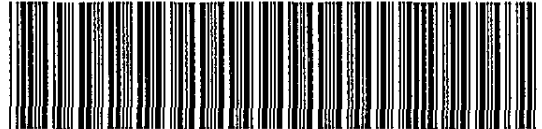
(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SANDTON MANAGEMENT SERVICES
ACCOUNTING AND BOOKKEEPING SERVICES
400 VIA LUGANO CIRCLE, # 202
BOYNTON BEACH, FL 33436

April 25, 2003

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

Dear Sir/Madam

Re: LOE BUDGET ENTERTAINMENT, INC
NEW APPLICATION

Enclosed please find three copies of the application for the new Corporation
together with our check for \$78.75.

Trusting that it is in order.

Thanking you

Yours sincerely

A handwritten signature in cursive script that reads "Andre Marais". The signature is written in dark ink and is positioned above the printed name.

Andre Marais

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

ARTICLE I - NAME

The name of the Corporation is:

LOE BUDGET ENTERTAINMENT, INC

ARTICLE II - DURATION

This Corporation shall have perpetual existence commencing on the date of the filing of these articles with the Department of State.

ARTICLE III - PURPOSE

This Corporation is organized of providing entertainment in the fields of music, music production, literature and film.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 1,000 shares of \$1.00 par value Common Stock which shall be designated Shares.

ARTICLE V - PRE-EMPTIVE RIGHTS

Every Shareholder, upon the sales of cash of any new stock of this Corporation shall have the right to purchase the prorata share hereof (as nearly as many be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 400 Via Lugano Circle, # 202, Boynton Beach, FL 33436. The name of the initial registered agent of this Corporation at the above address is Andre Marais.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This Corporation shall have 2 (Two) Directors constituting the initial Board. The number of Directors may be either increased or decreased from time to time by the Bylaws. The names and addresses of the initial Board of the Directors of this Corporation are:

NAME:

ADDRESS:

RONALD BROWNLOWE	729 Siesta Key Trail, #1328, Deerfield Bch, FL 33441
ANITA S. ROSHAN	1110 Boxwood Drive, #203, Delray Beach, FL 33445

Certificate designating place of business or domicile to the service of process within Florida, naming agent upon whom process may be served.

In compliance with Section 48.091 Florida Statutes, the following is submitted:

First - That (Name of Corporation)

LOE BUDGET ENTERTAINMENT, INC.

Legal address - 729 Siesta Key Trail, #1328, Deerfield Beach, FL 33441

Desiring to organize or qualify under the laws of the State of Florida with its Principal place of business at city of

Deerfield Beach, Florida

State of Florida has named Andre Marais
(Resident Agent)

Located at 400 Via Lugano Circle, # 202, Boynton Beach, FI 33436.

State of Florida as its agent to accept service of process within Florida.

SIGNATURE:


CORPORATE OFFICER

TITLE:

PRESIDENT

Date: April 17, 2003

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER PERFORMANCE OF MY DUTIES.

SIGNATURE:

Andre' Marnil
(Resident Agent)

ARTICLE VIII - INCORPORATION

The name and address of each person signing this articles is:

NAME

ADDRESS

RONALD BROWNLOWE 729 Siesta Key Trail, #1328, Deerfield Bch, FL 33441
ANITA S. ROSHAN 1110 Boxwood Drive, # 203 Delray Beach, FL 33445

ARTICLE IX - INDEMNIFICATION

This Corporation shall indemnify any Officer or Director or any former Officer or Director to the full extent permitted by law.

ARTICLE X - AMENDMENT

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the Shareholders is subjected to this reservation.

In witness whereof, the undersigned subscribers have executed these Articles of Incorporation on this April 17, 2003.

Ronald Brownlowe

SUBSCRIBER/PRESIDENT

AR

SUBSCRIBER

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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STATE OF FLORIDA, COUNTY OF BROWARD

BEFORE ME, A NOTARY PUBLIC AUTHORIZED TO TAKE
ACKNOWLEDGEMENTS IN THE STATE AND COUNTY SET FORTH ABOVE,
PERSONALLY APPEARED

RONALD BROWNLOWE

BE AND KNOWN BY ME THE PERSON WHO EXECUTED THE
FOREGOING ARTICLES OF INCORPORATION.

IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND AND
AFFIXED MY OFFICIAL SEAL IN THE STATE AND COUNTY AFORSAID,
THIS 25 DAY OF April, 2003



Melissa Devi Sugrim
Commission # DD108126
Expires April 10, 2006
Bonded Thru
Atlantic Bonding Co. Inc.

NOTARY PUBLIC, STATE OF FLORIDA
AT LARGE

MY COMMISSION EXPIRED AT April 10, 2006

A large, stylized handwritten signature in black ink, likely belonging to the notary public, Melissa Devi Sugrim.

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TALLAHASSEE, FLORIDA