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FRAN R. BARRETT, P.A.

Attorney At Law

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-May 13, 2003

Florida Department of State Corporate Records Bureau P.O. Box 6327 Tallahassee, Florida 32314

Re: ANGELFIST ENTERTAINMENT CORP.

Dear Staff:

Enclosed please find Articles of Incorporation for the above corporation and a check for \$78.75. Please file these and send back the filed documents.

Very truly yours,

Fran R. Barrett

FILED

03 MAY 16 AM 9: 48

ARTICLES OF INCORPORATION

ARTICLE I - NAME

SECRETARY OF STATE IALLAHASSEE, FLORIDA

The name of this Corporation is ANGELFIST ENTERTAINMENT CORP. whose principal place of business is 880 SE 12 ST. SUITE 2 FT. LAUDERDALE, FL 33316.

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 for the purpose of transacting any or all lawful_business.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 100 shares of \$1.00 par value common stock which shall be designated "Common Shares".

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation_shall have the right to purchase his pro-rata share thereof (as nearly as may 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 880 SE 12 St. SUITE 2, Ft. Lauderdale, Fl 33316 and the name of the initial registered agent of this corporation is JENETHAN W. WATSON.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This Corporation shall have 1 Director(s) constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time by the By-Laws. The name(s) and address(es) of the initial Board of Directors of this corporation is (are):

NAME

ADDRESS

JENETHAN W. WATSON

880 SE 12 ST. STE 2

FT. LAUDERDALE, FL 33316

ARTICLE VIII - INCORPORATORS

The name and address of each person signing these Articles is:

NAME

ADDRESS T

JENETHAN W. WATSON

880 SE 12 ST. STE 2

FT. LAUDERDALE, FL 33316

ARTICLE IX - INDEMNIFICATION

The Corporation reserves the right to amen' or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, any right conferred upon the shareholders is subject to this_reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this M day of M_{57} , 2003.

ubscriber JENETHAN S. WATSON

Subscriber

Subscriber

Subscriber

STATE OF FLORIDA

COUNTY OF BROWARD

Before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared JENETHAN S. WATSON known to be and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this /2 day of

May , 2003.

Notary Public

Fran R. Barrett
Commission #DD149563
Expires: Oct 19, 2006

Atlantic Bonding Co. La.

My Commission Expires:

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR 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:

FILEU

03 MAY 16 AM 9: 48

FIRST - THAT ANGELFIST ENTERTAINMENT CORP.

DECRETARY OF STATE

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF FORT LAUDERDALE STATE OF FLORIDA, HAS NAMED JENETHAN S. WATSON LOCATED AT 880 SE 12 ST. SUITE 2 FORT LAUDERDALE, FL 33316, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE

TITLE: President

DATE :

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 PERFORMANCE OF MY DUTIES.

SIGNATURE

Resident Agent) JENETHAN S. WATSON

DATE 5.10.03