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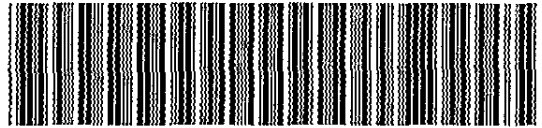
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Reply to Ormond Beach

July 31, 2003

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

RE: **Incorporation of: FACE OFF ENTERTAINMENT, INC.**
Clients: Antoine Ellison Threatt and Jacques Valsaint, II

Dear Secretary of State:

Please file the enclosed Articles of Incorporation for FACE OFF ENTERTAINMENT, INC. and Certificate Designating Registered Agent. The requisite filing fee of \$70.00 is enclosed. Please return a copy of the recorded articles in the return envelope provided.

If you need further information or have any questions, please do not hesitate to contact me.

Sincerely yours,

**LAW OFFICE OF
WOHLSIFER & ASSOCIATES, P.A.**


William R. Wohlsifer, Esq.

WRW:dwl
Enclosures, as stated

**ARTICLES OF INCORPORATION
OF
FACE OFF ENTERTAINMENT, INC.**

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TALLAHASSEE FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following articles of incorporation:

**ARTICLE ONE
NAME & ADDRESS**

The name of the corporation is FACE OFF ENTERTAINMENT, INC. Its principal office and place of business is located at Post Office Box 221424, West Palm Beach, FL 33422-1424.

**ARTICLE TWO
CORPORATE DURATION**

The duration of the corporation is perpetual.

**ARTICLE THREE
PURPOSE OR PURPOSES**

The general purposes for which the corporation is organized are:

1. To record, print, publish, disseminate, distribute and promote the sale of music and video master recordings and copies thereof.
2. To engage in the business of composing, recording, producing, and performing lyrics, music, and video.
3. To engage in business relating to the sale and promotion of music and video including sale and use of the likeness, image, name, trademark, and good will of performing artists.
4. To produce, reproduce, print, publish or disseminate in any medium, the portraits, pictures and likenesses in connection with the exploitation of master recordings of recording and performing artists.
5. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE FOUR CAPITALIZATION

The aggregate number of shares which the corporation is authorized to issue is Ten Thousand (10,000). Such shares shall be of a single class, and shall have a par value of One Cent (\$.01) per share.

ARTICLE FIVE ACQUISITION AND DISPOSITION OF PROPERTY

The corporation shall have the power to purchase, lease, or otherwise acquire by bequest, devise, gift, or other means, and to hold, own, manage, or develop, and to mortgage, hypothecate, deed in trust, sell, convey, exchange, option, subdivide, or otherwise dispose of real and personal property of every class and description and any estate or interest therein, as may be necessary or convenient for the proper conduct of the affairs of the corporation, without limitation as to amount or value, in any of the states, districts, or territories of the United States, subject to the laws of any such states, districts, or territories.

ARTICLE SIX REGISTERED OFFICE AND AGENT

The name and address of its registered agent is ANTOINE ELLISON THREATT, 3901 36TH Court, Apartment D201, West Palm Beach, FL 33407.

ARTICLE SEVEN INITIAL BOARD OF DIRECTORS

The number of directors constituting the initial board of directors of the corporation is two (2). The names and addresses of the persons who are to serve as the members of the initial board of directors are:

JACQUES VALSAINT, II, President, Secretary
3901 36th Court, Apartment D201
West Palm Beach, FL 33407

ANTOINE ELLISON THREATT, Vice-President, Treasurer
3901 36th Court, Apartment D201
West Palm Beach, FL 33407

**ARTICLE EIGHT
INCORPORATOR**

The name and address of the incorporator is William R. Wohlsifer, Esquire, 319 Clematis Street, Suite 811, West Palm Beach, FL 33401.

The undersigned has executed these Articles of Incorporation this **31st** day of **July, 2003**, at West Palm Beach, Palm Beach County, Florida.


William R. Wohlsifer, Esquire

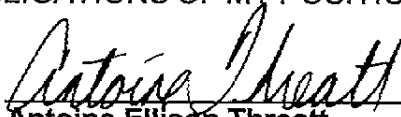
CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the mentioned 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: **FACE OFF ENTERTAINMENT, INC.**
2. The name and street address of the registered agent and office is:

ANTOINE ELLISON THREATT
3901 36TH Court, Apartment D201
West Palm Beach, FL 33407

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.


Antoine Ellison Threatt

Dated: 7/28/03

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