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HODGSON RUSS LLP

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Florida Department of State

Division of Corporations

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Division of Corporations

Fax Number : (850)205-0381

From:

Account Name : HODGSON RUSS LLP

Account Number : 072720000242

Phone : (561)394-0500

Fax Number : (561)394-3862

FLORIDA PROFIT CORPORATION OR P.A.

MDA Entertainment, Inc.

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03 SEP -3 AM 8:50
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ARTICLES OF INCORPORATION

03 SEP -3 AM 8:50

OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MDA ENTERTAINMENT, INC.

ARTICLE 1

NAME

The name of this Corporation is MDA ENTERTAINMENT, INC. (the "Corporation").

ARTICLE 2

PRINCIPAL OFFICE

The street address of the initial principal office of this Corporation shall be 2303 W. McNab Road, Suite #6, Pompano Beach, Florida 33061.

ARTICLE 3

MAILING ADDRESS

The initial mailing address of this Corporation shall be 2303 W. McNab Road, Suite #6, Pompano Beach, Florida 33061.

ARTICLE 4

PURPOSES AND POWERS

This Corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

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ARTICLE 5

SHARES

The aggregate number of shares which this Corporation shall have authority to issue is One Thousand (1,000) shares of Common Stock, with having \$0.01 par value per share, which Common shares, as a class, shall have unlimited voting rights and are entitled to receive the net assets of this Corporation upon dissolution.

ARTICLE 6

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

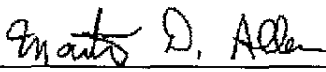
The street address of the initial registered office of this Corporation is 2303 W. McNab Road, Suite #6, Pompano Beach, Florida 33061, and the name of the initial registered agent of this Corporation at that office is Martin D. Allen.

ARTICLE 7

INCORPORATOR

The name and address of the Incorporator is Martin D. Allen located at 2303 W. McNab Road, Suite #6, Pompano Beach, Florida 33061.

The undersigned has executed these Articles of Incorporation this 3rd day of September, 2003.



Martin D. Allen,
Incorporator

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CERTIFICATE OF

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DESIGNATION OF REGISTERED AGENT

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FOR

MDA ENTERTAINMENT, INC.

Having been appointed as Registered Agent to accept service of process for the above-stated Corporation, at the place designated in the Corporation's Articles of Incorporation, the undersigned hereby accepts the appointment as Registered Agent and hereby agrees to act in this capacity. Further, the undersigned agrees to comply with the provisions of all statutes relative to the proper and complete performance of all duties and the undersigned is familiar with and accepts the obligations of such position.


Martin D. Allen