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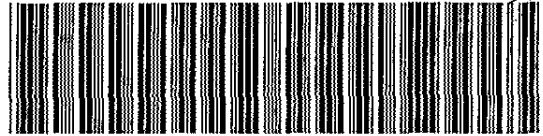
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CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032

REFERENCE : 231283 81188A

AUTHORIZATION :

Patricia Pizito

COST LIMIT : \$ 78.75

ORDER DATE : September 5, 2003

ORDER TIME : 2:30 PM

ORDER NO. : 231283-005

CUSTOMER NO: 81188A

CUSTOMER: Mr. Reynold Heraux
Reyddy Corporation

210 Sw 15 Road

Miami, FL 33129

DOMESTIC FILING

NAME: FOX BIKINI ENTERTAINMENT
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Amanda Haddan - EXT. 1155

EXAMINER'S INITIALS: _____

ARTICLES OF INCORPORATION

OF

FOX BIKINI ENTERTAINMENT INC.

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03 SEP -5 PM 12: 56

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned incorporator of this corporation under chapter 607, Florida statute, as amended, adopt the following Articles of Incorporation:

ARTICLE I- NAME

The name of the corporation is: FOX BIKINI ENTERTAINMENT INC.

ARTICLE II- PURPOSE

The general nature of this business to be conducted by this corporation is:

- 1- Radio and Television entertainments and all related programs.
- 2- To employ, hire and appoint corporations, firms and individuals in any and all parts of the world to act as the Board of Directors. May determine agents in such capacity and on such conditions as from time to time.
- 3- To acquire by purchase, lease or other wise, and operate vehicles or equipment of every description.
- 4- To purchase, lease, or otherwise acquire, equip, hold, own, improve, develop, manage, maintain, control, operate, lease, mortgage, create security interests in create liens upon, sell, convey, dispose of and turn to account any and all property, real and personal, improved and unimproved of very kind and description, incidental to, connected or suitable, necessary or convenient for any purpose enumerated herein, including all or parts of properties, assets, business and goodwill of any persons, corporations, or associations.
- 5- To carry on any other business or enterprise which may be carried on or exercised by a corporation organized under 607, Florida Statute, as amended except a banking, safe deposit, trust, insurance surety, express, railroad, canal, telephone, or cemetery company, a building and loan association, fraternal benefit society, state fair or exposition.
- 6- To import and export merchandise of all kinds.

ARTICLE III- CAPITAL STOCK

The maximum number of shares which this corporation is authorized to have outstanding at any time is 10,000 shares of common stock having a par value of \$2.00. The board of directors may authorize the issuance of such stock to such persons upon terms and for such considerations, as they may deem appropriate. The consideration may include money or other property which shall be received at just valuation to be fixed by the Board of Directors of the corporation. All such stock when issued shall be fully paid for exempt from assessment. Additional shares can be authorized by the Board of Directors.

ARTICLE IV- DURATION

This corporation shall have perpetual existence.

ARTICLE V- PRINCIPAL PLACE OF BUSINESS

The principal office of this corporation shall be: 210 SW 15 Rd, Miami, Florida 33129, or other such places as may be designated by the Board of Directors.

ARTICLE VI- DIRECTORS

The initial Board of Directors shall consist of 4 member(s). The number of directors may be increased from time to time by vote of the stockholders, but in no case the number of directors shall be less than one. Said directors shall be of full age and at least one of them to be a citizen of the United States. Any director may be removed without cause at any annual meeting where a quorum is present in person or proxy.

ARTICLE VII- INITIAL OFFICERS

The name and address of the member(s) of the first Board of Directors is/are:

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
REYNOLD HERAUX	PRESIDENT and SECRETARY	210 SW 25 RD MIAMI, FL 33129
DAVID A FOCIL	VICE- PRESIDENT	5521 NW 112 AVE #115 Miami, FL 33178
DAVID E. FOCIL	" "	5521 NW 112 AVE # 115 Miami, FL 33178
ROBERTO MORALES	" "	210 SW 15 RD MIAMI, FL 33129

ARTICLE VII- REGISTERED AGENT

The initial registered agent of the corporation to accept service of process within the State of Florida is designated as REYNOLD HERAUX, 210 SE 15 RD #500, MIAMI, FL 33129.

Accepted:



REYNOLD HERAUX

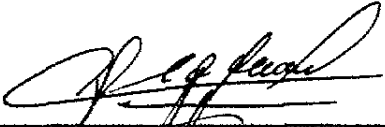
ARTICLE VIII- MANAGEMENT BY STOCKHOLDERS

All corporate power shall be exercised exclusively by or under the authority of the shareholders, and the business and affairs of this corporation shall be managed under the direction of the shareholders. The shareholders shall elect the following officers: a President, a Treasurer, a Secretary, and as many Vice-Presidents, Assistant Treasurer as the shareholders, from time to time, deem advisable, provided that any one or some of said officers may be held by the same person. The annual meeting of the Corporation shall be held on such date as provided by the Bylaws of the corporation, which said Bylaws may be amended at anytime in accordance with their provisions. The incorporators shall manage the business of the corporation until they are issued outstanding shares of stock standing in the name of the shareholders of record.

ARTICLE IX- UNANIMOUS CONSENT

The shareholders, by unanimous consent, evidenced by a writing included among the minutes of the corporation, may agree to the doing of any act, and such consent in writing as aforesaid shall have the same force and effect as though a formal meeting had been done and authorized at a meeting at which a quorum had been present.


IN WITNESS WHEREOF, the person(s) named below have hereby executed these articles of incorporation for the uses and purposes therein state on this 21 day of AUGUST 2003.



REYNOLD HERAUX



DAVID E. FOCIL



ROBERTO MORALES



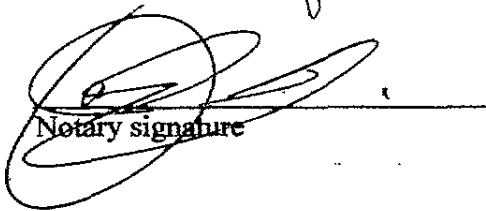
DAVID A. FOCIL

STATE OF FLORIDA
COUNTY OF DADE

I, HEREBY CERTIFY that on this day before me as a NOTARY PUBLIC duly authorized in the State and County named above to take acknowledgements, personally appeared: REYNOLD HERAUX, DAVID A.FOCIL, ROBERTO MORALES and DAVID E. FOCIL.

To me known to the person(s) described the subscriber to the foregoing Article of Incorporation in and executed the same freely and voluntarily for the uses and purposes therein expressed.

WITNESS my hand and official seal at DADE COUNTY, FLORIDA,
this 21 day of *August* 2003.


Notary signature

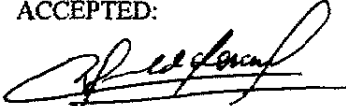
notary seal

JACQUES SALNAVE
NOTARY PUBLIC - STATE OF FLORIDA
COMMISSION # 00047177
EXPIRES 08/07/2005
BONDED THRU 1-000-NOTARY1

REGISTERED AGENT

In pursuance of chapter 48.092 Florida Statutes is submitted in compliance with the said act. That FOX BIKINI ENTERTAINMENT INC... desiring to organize under the State of Florida with his principal office as indicated in the Article s of Incorporation at the City of Miami, County of Dade, State of Florida has named REYNOLD HERAUX, 210 SW 15 Rd, # 500, Miami, Florida 33129 as its agent to accept service of process within the State.

ACCEPTED:

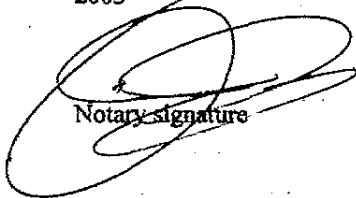


REYNOLD HERAUX

STATE OF FLORIDA
COUNTY OF DADE

I, hereby certify that on this day before me, a Notary Public, dully authorized in the State and County above named, to acknowledge, personally appeared REYNOLD HERAUX to me known to be the person described in and who executed the forgoing Registered Agent Certificate and acknowledge before me that he subscribed to said Certificate.

WITNESS my hand and official seal in the County and Stat above named this day of
2003



Notary signature

notary seal

JACQUES SALNAVE
NOTARY PUBLIC - STATE OF FLORIDA
COMMISSION # DD047177
EXPIRES 08/07/2005
BONDED THRU 1-888-NOTARY1

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SECRETARY OF STATE
TALLAHASSEE FLORIDA