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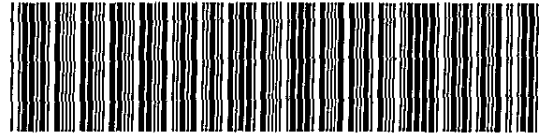
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TALLAHASSEE, FLORIDA

my 9/11

LAW OFFICES OF
PETER LOBLACK, P.A.

PETER LOBLACK, MBA, JD (UC-HASTINGS), MPH (HARVARD)
ATTORNEY AT LAW

TEL: 954-620-7200
305-683-2020
FAX: 954-620-7204

LOCATION
2835 HOLLYWOOD BLVD., 3RD FLOOR
HOLLYWOOD, FL 33021

EMAIL: PETER.LOBLACK.ATTY@ATT.NET

September 8, 2003

MAILING
P.O. Box 694473
MIAMI, FL 33269-4473

Division of Corporation
Florida Department of State
PO Box 6327
Tallahassee FL 32314

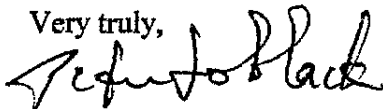
Re: Articles of Incorporation/JazzCode Entertainment, Inc.

Dear Sir/Madam:

Enclosed is an article of incorporation for JAZZCODE Entertainment, Inc. for filing along with a filing fee of \$78.75, which includes the \$8.75 for a certified copy of the articles of incorporation. Please send all correspondence to me at my mailing address: PO Box 694473, Miami, FL 33269.

If there is any questions, please do not hesitate to contact me.

Very truly,



PETER LOBLACK

**ARTICLES OF INCORPORATION
OF
JAZZCODE ENTERTAINMENT, INC.**

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ARTICLE I
Name of Corporation

The name of the corporation is **JAZZCODE ENTERTAINMENT, INC.** hereinafter called the ("Corporation").

ARTICLE II
Principal Office and Mailing Address

The initial address of the principal office of the Corporation is 2835 Hollywood Blvd., 5th Floor, Hollywood FL 33021 and the mailing address of the Corporation is: PO Box 694473, Miami FL 33269.

ARTICLE III
Duration

The Corporation shall have perpetual existence.

ARTICLE IV
Purpose

The Corporation shall engage in any and all lawful business.

ARTICLE V
Capital Stock

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

<u>Number of Shares</u> <u>Authorized</u>	<u>Par Value</u> <u>Per Share</u>	<u>Class of</u> <u>Stock</u>
500,000	\$ 1.00	Common

The Corporation shall have only one category of stocks.

ARTICLE VI
Special Shareholder Meetings

The Corporation shall hold a special meeting of shareholders only:

- (1) On call of the Board of Directors or persons authorized to do so by the Corporation's Bylaws; or
- (2) If the holders of not less than 50 percent of the persons entitled to vote on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

ARTICLE VII
Registered Office and Agent

The street address of the Corporation's initial registered office is 2835 Hollywood Blvd., 3rd Floor, Hollywood, FL 33021, and the name of its initial registered agent at such office is Peter Loblack.

ARTICLE VIII
Board of Directors

The Board of Directors of the Corporation shall consist of at least one director. Directors shall be elected by the shareholders in accordance with the provisions in the Bylaws and shall serve for a term of two years. The sole director of the Corporation is: Peter Loblack, whose address is 2835 Hollywood Blvd., 3rd Floor, Hollywood FL 33021.

ARTICLE IX
Incorporator

The name and address of the Incorporator is Peter Loblack, 2835 Hollywood Blvd., 3rd Floor, Hollywood FL 33021.

ARTICLE X
Indemnification

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

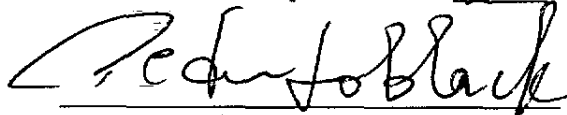
ARTICLE XI
Informal Director Action

If all of the Directors individually or severally consent in writing to any action taken or to be taken by the corporation, and the writing evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

ARTICLE XII
Amendment

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendments to them, and all rights privileges conferred upon any Shareholder, Director, and Officer are subject to this reservation. The Articles of Incorporation may be amended in accordance with the provisions of the laws of Florida, as amended from time to time, unless more specific provisions for amendments are adopted by the corporation.


IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 20 day of August, 2003.



Peter Loblack, Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of JAZZCODE ENTERTAINMENT, INC. hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §607.0505.

BY: 

Peter Loblack, Registered Agent

Date: August 20, 2003

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TALLAHASSEE, FLORIDA