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1 of 1

Florida Department of State
Division of Corporations
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

richard williams entertainment, inc.

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**ARTICLES OF INCORPORATION
OF
RICHARD WILLIAMS ENTERTAINMENT, INC.**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WE, the undersigned, hereby associated ourselves together for the purpose of becoming a corporation under the laws of the State of Florida, Chapter 607, providing for the formation of a corporation for profit, with the powers, rights, privileges and immunities hereinafter mentioned, and we hereby make, subscribe and acknowledge and file with the Secretary of State these Articles of Incorporation; and to that end we do, by these Articles set forth;

ARTICLE ONE-NAME

The name of this corporation is **RICHARD WILLIAMS ENTERTAINMENT, INC.**

ARTICLE TWO-DURATION

The corporation shall have a perpetual existence.

ARTICLE THREE-PURPOSE

The purpose of this corporation is to engage in any activity or business allowed and permitted to be done by corporations under the statutes of the State of Florida. The corporation shall transact and carry on any business hereinafter mentioned, and all other lawful business not herein delineated, as the need arises, as fully and to the same extent as natural persons might or could do.

ARTICLE FOUR-CAPITAL STOCK

The aggregate number of shares which the corporation is authorized to issue is 10,000,000 shares of common stock. Such shares shall be of single class and shall have a par value of \$0.00 per share. All said stock shall be payable in cash, property, labor or services at a just valuation to be

Prepared by:
Jan Michael Morris, Esq.
Post Office Box 276153
Boca Raton, FL 33427
Fla. Bar No: 0651291

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fixed by the Board of Directors at a meeting called for that purpose; labor or services may be purchased or paid for with the capital stock at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose.

ARTICLE FIVE- LOCATION & REGISTERED AGENT

The street address of the initial principal office of the corporation is 12167 - 144th Place, Palm Beach Gardens, FL 33418. The Registered Agent shall be David A. Slutsker, Esq. , whose address is 650 West Ave. Suite 2810, Miami Beach, FL 33139.

ARTICLE SIX - INITIAL BOARD OF DIRECTORS

The Board of Directors shall be empowered with all the rights and obligations conferred upon them under Florida Law and/or the Bylaws of the Corporation.

The number of directors constituting the initial Board of Directors shall be no less than one (1) and no more than five (5), unless specifically amended by 2/3's majority vote of the shareholders of all outstanding stock. The initial directors of the corporation shall be appointed by the Incorporator or his successor within 30 days from the date herein.

ARTICLE SEVEN - INCORPORATORS

The name and address of each incorporator is as follows:

JAN MICHAEL MORRIS

PO Box 276153
Boca Raton, FL 33427

ARTICLE EIGHT - INITIAL OFFICERS

The Officers shall be empowered with all the rights and obligations conferred upon them under Florida Law and/or the Bylaws of the Corporation.

The initial officers of the corporation shall be appointed by the Incorporator or his successor

within 30 days from the date herein. until his successor(s) are appointed.

ARTICLE NINE - INDEMNIFICATION

The corporation shall indemnify and hold its officers, directors and incorporators harmless from any and all claims, (including attorney's fees)including, but not limited to, any claim for negligent or intentional acts.

ARTICLE TEN - AMENDMENTS

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on this

31 day of Dec, 2003.


JAN MICHAEL MORRIS, Incorporator

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 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

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**CERTIFICATE OF DESIGNATION PLACE OF BUSINESS OR DOMICILE
 FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING
 AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with
 said Act:


That desiring to organize under the laws of the State of Florida, with its principal office, as
 indicated in the Articles of Incorporation at the City of Miami Beach, County of Miami-Dade, and
 the State of Florida, has named, David Slutsker, 650 West Ave. Suite 2810, Miami Beach, FL
 33139 as its agent to accept service of process within its State.


 INCORPORATOR

DATED: 12/31/03

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at place
 designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the
 provisions of said office.


 RESIDENT AGENT: David Slutsker
 650 West Ave. Suite 2810,
 Miami Beach, FL 33139

DATED: 12/31/03

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