

Division of Corporations

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Division of Corporations
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Account Name : NATIONAL CORPORATE RESEARCH, LTD.
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FLORIDA PROFIT CORPORATION OR P.A.

Off The Ground Entertainment, Inc.

Certificate of Status	0
Certified Copy	1
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ARTICLES OF INCORPORATION
OF
OFF THE GROUND ENTERTAINMENT, INC.

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

Article One - Name

The name of the corporation shall be: OFF THE GROUND ENTERTAINMENT, INC.

Article Two - Principal Office

The principal place of business and mailing address of this corporation shall be:
24636 Harbour View Drive, Ponte Vedra Beach, Florida 32082.

Article Three - Shares

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: Two Hundred (200).

Article Four - Initial Registered Agent and Street Address

The name and address of the initial registered agent is:

Macdonald T. Haskell
24636 Harbour View Drive
Ponte Vedra Beach
Florida 32082.

Article Five - Incorporator(s)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

Evan Krauss, Esq.
Leibowitz Roberts & Ritholz, LLP
183 Madison Avenue, PH
New York, New York 10016

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this 12th day of January, 2004.


Evan Krauss

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED 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: **OFF THE GROUND ENTERTAINMENT, INC.**
2. The name and address of the registered agent and office is:

Macdonald T. Haskell
24636 Harbour View Drive
Ponte Vedra Beach
Florida 32082.

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.


Signature
Macdonald T. Haskell

1/13/04
Date

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