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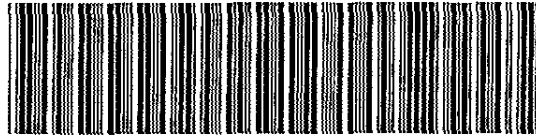
(Business Entity Name)

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LAW OFFICES  
**JACOBI & JACOBI**  
PROFESSIONAL ASSOCIATION

1313 N.E. 125 STREET  
NORTH MIAMI, FL 33161

BENJAMIN R. JACOBI  
JOEL S. JACOBI

TELEPHONE  
DADE (305) 893-4135  
BROWARD (954) 921-4026  
TELEFAX  
(305) 893-4173

February 9, 2004

Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Re: Marcelo R. Monjo Entertainment, Inc.

Gentlemen:


Enclosed please find an original and a copy of the Articles of Incorporation for Marcelo R. Monjo Entertainment, Inc. and a check in the amount of \$78.75 for filing. Please furnish our office with a certified copy of the document enclosed.

If you should have any questions, please do not hesitate to contact our office.

Very truly yours,

JACOBI & JACOBI, P.A.

BY:

  
CHRISTINE IGLESIAS

Legal Assistant to Joel S. Jacobi

Cl:ci  
Enclosure

**ARTICLES OF INCORPORATION  
OF  
MARCELO R. MONJO ENTERTAINMENT, INC.**

I, the undersigned, in order to form a corporation under and pursuant to the provisions of the Law of Florida for the purposes set forth below, hereby subscribed to these Articles of Incorporation.

**I**

The name of the corporation shall be: MARCELO R. MONJO ENTERTAINMENT, INC.

**II**

The purposes and general nature of the business to be transacted by the corporation shall be as follows:

A. To do and transact any and all business as permitted under the laws of the State of Florida and the United States of America.

Without limiting any of the purposes, powers and objects of this corporation, it is expressly declared and provided that this corporation shall have power in carrying on its own business, or for the purpose of accomplishment of any of the purposes or attainment of the objects herein above specified, to make and perform contracts of any kind and description and to do any and all other acts and things, and to exercise any and all powers, either as principal, agent or broker, conferred by the Laws of Florida upon corporations, and which a partnership or natural person could do and exercise, and which a part hereafter may be authorized by law.

B. To engage in the business of video and photography production and modeling services.

**III**

The number of shares of stock that this corporation is authorized to have outstanding at any time is Five Hundred (500) shares of One Dollar (\$1.00) par value.

**IV**

The amount of capital with which this corporation shall begin business shall be Five Hundred and No/100 (\$500.00) Dollars.

**V**

The existence of this corporation shall be perpetual.

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**VI**

The principal office of this corporation shall be at: 1600 North 19<sup>th</sup> Avenue, #2  
Hollywood, FL 33020

**VII**

The Board of Directors of this corporation shall consist of not less than one (1) nor more than three (3) members.

The names and addresses of the first Board of Directors, who shall, subject to these Articles of Incorporation, By-Laws, and the laws of Florida, hold office for the first year of the corporation's existence, or until their successors shall have been elected and qualified, are as follows:

<b>NAME</b>	<b>ADDRESS</b>	<b>TITLE</b>
Marcelo R. Monjo	1600 North 19 <sup>th</sup> Avenue, #2 Hollywood, FL 33020	Director / Chairman

**VIII**

The registered agent and the registered office for this corporation are:

Marcelo R. Monjo  
1600 North 19<sup>th</sup> Street, #2  
Hollywood, FL 33020

**VIV**

The name and address of the subscriber to these articles of Incorporation, and the number of shares of stock each agrees to take, the total aggregate amount of which shall be the sum of Five Hundred and No/100 (\$500.00) Dollars, the amount of capital with which this corporation shall begin business are as follows:

<b>NAME</b>	<b>ADDRESS</b>	<b>SHARE</b>
Marcelo R. Monjo	1600 North 19 <sup>th</sup> Street, #2 Hollywood, FL 33020	100%

**X**

The officers of the corporation until the first meeting of the corporation Board of Directors, or until successors are elected, shall be:

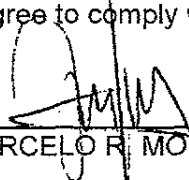
<b>NAME</b>	<b>ADDRESS</b>	<b>TITLE</b>
Marcelo R. Monjo	1600 North 19 <sup>th</sup> Street Hollywood, FL 33020	President / Vice-President Secretary / Treasure

This corporation shall be initially governed by the stockholders, notwithstanding other provisions of these Articles of Incorporation. At the discretion of the initial sole stockholder or the successor of all shares of the stockholder, or when there are two or more stockholders owning stock in the corporation, at a meeting held for that purpose, stockholders may elect to operate with Board of Directors and officers as provided elsewhere in these Articles of Incorporation. At such time there shall be elected a minimum of three directors who shall hold office for one year after their election or until their successors are elected or appointed and have qualified. The stockholders shall also elect such persons to fill the offices of: PRESIDENT, VICE PRESIDENT, SECRETARY, TREASURER, and such other office as are permitted by the By-Laws of the corporation. The officers shall serve for one year after their election or until their successors are elected or appointed and have qualified. The manner and form of electing or appointing officers and directors shall be set out in the By-Laws.

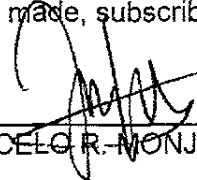
XI

**ACKNOWLEDGMENT AND CONSENT OF REGISTERED AGENT**

Having been made initial Registered Agent to accept service of process of the corporation at the initial registered office designated in these Article of Incorporation, I hereby accept such status and consent to act in this capacity and agree to comply with all the requirements of the law pertaining thereto.

  
\_\_\_\_\_  
MARCELO R. MONJO

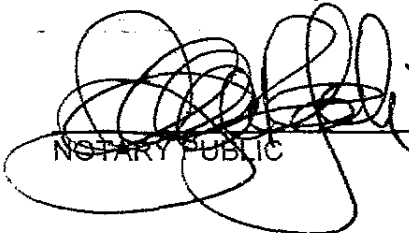
IN WITNESS WHEREOF, I have hereunto made, subscribed and acknowledged these articles of Incorporation.

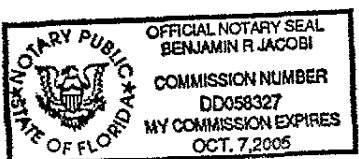
  
\_\_\_\_\_  
MARCELO R. MONJO

STATE OF FLORIDA )  
                                  )ss:  
COUNTY OF DADE )

I hereby certify that on this day personally appeared Marcelo R. Monjo, to me well known to be the same described in and who executed these Articles of Incorporation, and acknowledged the articles to be the act and deed of the subscribers and that the facts set forth therein are true. Produced Florida Drivers License No. M520550681900 for identification or is Personally Known \_\_\_\_\_

WITNESS my hand and seal at North Miami, Dade County, Florida, this 9 day of February, 2004

  
\_\_\_\_\_  
NOTARY PUBLIC



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DIVISION OF CORPORATIONS  
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