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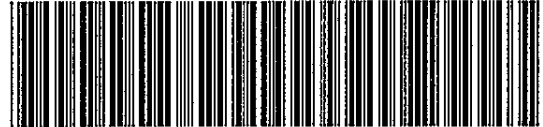
(Business Entity Name)

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MICHAEL R. PINTER, P.A.  
Attorney at Law

4328 CORPORATE SQUARE, SUITE C  
NAPLES, FLORIDA 34104  
(239) 643-1788  
FAX (239) 643-1754

March 22, 2004

Secretary of State of Florida  
Division of Corporations  
409 East Games Street  
Post Office Box 6327  
Tallahassee, FL 32314

Re: A-1 Entertainment, Inc., 3125 LaCosta Circle, Apartment 202,  
Naples, Florida, 34105

Dear Sir:

Please find enclosed Articles of Incorporation of A-1 Entertainment, Inc., together with a check written by James S. Bendza, Attorney at Law, Operating Account, in representation of Miguel A. Font, incorporator, for \$ 78.75, which should cover the filing fees and one certified copy.

A corporations' search on BUNBIZ.ORG showed A1Entertainment Corporation was used in Miami, but administratively dissolved in 1997 and never did get a Federal Employer Identification Number. A fictitious name search revealed A-1 Entertainment, registered to Keith L. Barber of Naples (active through 12/31/06); this proposed corporation is purchasing all the assets, including goodwill and permission to use the name A-1 Entertainment, from Mr. Barber. If A-1 Entertainment, Inc. is unavailable, or if you need more information, please call me at one of the numbers on this letterhead, or at (239) 860-9614.

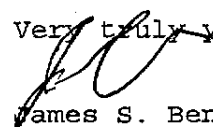
If calling this office before you mail back the approved Articles would not inconvenience your office or delay processing, please let me or the firm's secretaries know when you approve this filing. My client desires to apply for his Federal Employer ID Number as soon as he knows the name is available and the filing is in order.

I have enclosed a self-addressed, stamped envelope for you to return the certified articles, unfolded.

Please process accordingly. If you have any questions, please call me at the number on the letterhead, or on my cellular telephone at (239) 860-9614.

Thank you.

Very truly yours;

  
James S. Bendza  
For the firm

ARTICLES OF INCORPORATION OF  
A-1 ENTERTAINMENT, INC.

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CLERK OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the corporation is A-1 Entertainment, Inc..

ARTICLE II - DURATION

The corporation shall have a perpetual duration unless dissolved by a vote of the shareholders as hereafter provided.

ARTICLE III - PURPOSE

The corporation is organized for the following purposes:

- a. Party/social planning,
- b. To own property, enter into contracts, and to carry on any business necessary or incidental to the accomplishment or furtherance of the purposes or objects of this corporation, and
- c. For any lawful purpose under the laws of the State of Florida and under the laws of the United States of America.

The professional services of this corporation shall be carried out only through officers, employees, and agents of the corporation.

ARTICLE IV - CAPITAL STOCK

The total number of shares of capital stock which the corporation shall be authorized to issue is **Ten Thousand** (10,000) shares. Such shares shall be of a single class of common stock and shall have a par value of **One Cent** (\$ .01) per share.

ARTICLE V - PRINCIPAL OFFICE

The address of the corporation's principal office is 3125 LaCosta Circle, Apartment 202, Naples, Florida, 34105. The name of the initial Registered Agent of the Corporation is **James S. Bendza**, whose mailing address is Michael R. Pinter, P.A., 4328 Corporate Square, Suite C, Naples, Florida, 34104.

#### ARTICLE VI - CORPORATE POWERS

The corporation shall have all the rights and powers now or hereafter conferred on professional corporations by the laws of the State of Florida, but not limited to the businesses of retail sales of beer and food, and all rights and powers necessary or incidental to these businesses.

#### ARTICLE VII - INCORPORATORS

The name and address of the person signing these Articles of Incorporation as incorporator is **Miguel A. Font**, 3125 LaCosta Circle, Apartment 202, Naples, Florida, 34105.

#### ARTICLE VIII - BYLAWS

The initial directors shall submit the proposed bylaws to the shareholders at a meeting to be held for that purpose not more than 30 days following the issuance of the Certificate of Incorporation. Following the adoption of bylaws by the affirmative vote of 3/4 of the shareholders, the internal affairs of the corporation are to be regulated and managed in accordance with such bylaws.

#### ARTICLE IX - DISSOLUTION

The corporation may be dissolved at any time (1) by unanimous written consent of the shareholders, or (2) on the affirmative vote of the holders of at least 2/3 of the outstanding shares of the corporation entitled to vote thereon. On dissolution, the corporate property and assets shall, after payment of all debts of the corporation, be distributed to the shareholders pro rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by the shareholder.

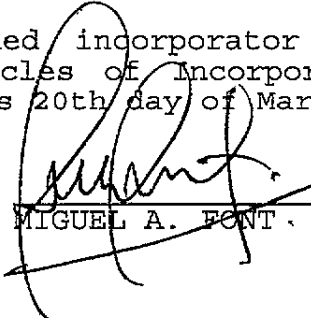
#### ARTICLE X - REGISTERED AGENT

The initial registered office of the corporation is **Michael R. Pinter, P.A.**, 4328 Corporate Square, Suite C, Naples, Florida, 34104. The name of the initial Registered Agent of the Corporation is **James S. Bendza**, whose mailing address is Michael R. Pinter, P.A., 4328 Corporate Square, Suite C, Naples, Florida 34104.

**ARTICLE XI - OFFICERS AND DIRECTORS**

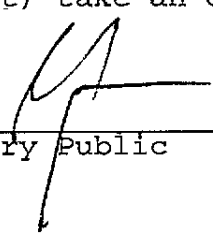
The corporation shall have one director, **Miguel A. Font**, 3125 LaCosta Circle, Apartment 202, Naples, Florida, 34105. The shareholders will decide, at their first shareholders' meeting, the number of, and holders of, all corporate officers. The director and officer (or officers) shall hold office for the first year of the corporation, or until successors are elected or appointed.

IN WITNESS HEREOF, I, the undersigned incorporator of this corporation, have executed these Articles of Incorporation at Naples, Collier County, Florida, on this 20th day of March, 2004.

  
\_\_\_\_\_  
MIGUEL A. FONT.

STATE OF FLORIDA  
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this <sup>21<sup>st</sup></sup> 20th day of March, 2004, by **Miguel A. Font**, who is personally known to me or who has produced \_\_\_\_\_ as identification and who did (did not) take an oath.

  
\_\_\_\_\_  
Notary Public (Seal)



James S. Bendra  
Commission # DD023240  
Expires May 7, 2005  
Bonded Through  
Atlantic Bonding Co., Inc.

\_\_\_\_\_  
(Signed or printed name of Notary)  
NOTARY PUBLIC  
STATE OF FLORIDA  
COMMISSION # \_\_\_\_\_  
My Commission expires: \_\_\_\_\_

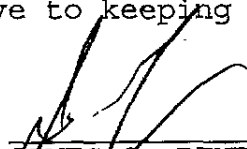
CERTIFICATES DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said act.

First --- That **A-1 ENTERTAINMENT, INC.**, a new Florida corporation, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at Naples, County of Collier, State of Florida, has named **JAMES S. BENDZA**, with offices located at Michael R. Pinter, P.A., 4328 Corporate Square, Suite C, 34104, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

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

  
\_\_\_\_\_  
JAMES S. BENDZA  
Resident Agent

CLERK OF STATE  
TALLAHASSEE, FLORIDA

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