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Fax Number : (850) 205-0381

From:
Account Name : CORPORATE CREATIONS INTERNATIONAL INC.
Account Number : 110432003053
Phone : (305) 672-0686
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FLORIDA PROFIT CORPORATION OR P.A.

Nero Entertainment, Inc.

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

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CLERK OF COURT
JANUARY 1995

ARTICLE I. NAME

The name of this corporation shall be **NERO ENTERTAINMENT, INC.**

ARTICLE II. COMMENCEMENT & DURATION

The commencement of the corporation's existence shall be at the time of filing of these Articles of Incorporation by the Secretary of State. The Corporation shall enjoy a perpetual existence unless earlier dissolved.

ARTICLE III. PURPOSE

The corporation is being organized for the purpose of engaging in any and all business transactions permitted under the laws of the State of Florida and the United States of America.

ARTICLE IV. PRINCIPAL OFFICE, INITIAL REGISTERED OFFICE & AGENT

The Corporations principal office shall be:

**NERO ENTERTAINMENT, INC.
5626 NW 16TH STREET
LAUDERHILL, FL 33313**

The name and address of the corporation's initial registered agent is

**FRANCO ROPER
5626 NW 16TH STREET
LAUDERHILL, FL 33313**

ARTICLE V. CAPITAL STOCK

The Corporation is authorized to issue 500 shares of no par value common stock.

ARTICLE VI. INITIAL BOARD OF DIRECTORS

The Corporation shall initially have ONE Director. The number of directors may be increased or decreased from time to time in accordance with the by-laws of the Corporation, but shall never be less than one. The name of the initial directors is:

FRANCO ROPER

ARTICLE VII. INDEMNIFICATION

The Corporation shall indemnify any Director or Officer, current or former, for acts or omissions made in good faith, to the fullest extent of the law.

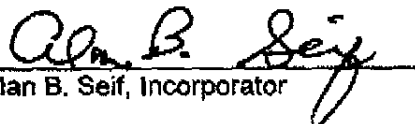
ARTICLE VIII. INCORPORATOR

The name and address of the Incorporator filing these Articles of Incorporation is:

ALAN B. SEIF, ATTORNEY
18100 WEST DIXIE HWY. STE. 202
AVENTURA, FL 33160

ARTICLE IX. AMENDMENT

The Corporation reserves the right to amend or repeal any provision in these Articles of Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.


Alan B. Seif, Incorporator

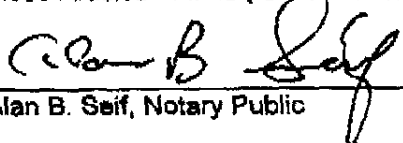
DESIGNATION OF AND ACCEPTANCE BY REGISTERED AGENT

I, FRANCO ROPER, hereby accept the designation as registered agent and agree to serve as such for NERO ENTERTAINMENT, INC


FRANCO ROPER, Registered Agent

County of Miami-Dade
State of Florida

FRANCO ROPER, designated above to be the initial registered agent who is personally known to me, or whom produced a Florida Drivers License as identification, personally appeared before me at the time of notarization, and under oath, acknowledged signing these Articles of Incorporation of NERO ENTERTAINMENT, INC


Alan B. Seif, Notary Public

Date

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MIAMI, FLORIDA