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TALLAHASSEE, FLORIDA

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MONTELLO & TORRES, P.A.

777 BRICKELL AVENUE
SUITE 1070
MIAMI, FLORIDA 33131

Telephone: (305) 373-0300
Facsimile: (305) 373-3739

November 5, 2004

VIA FEDEX

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: P.A.L. Entertainment Corporation (the "Company")

Ladies and Gentlemen:

Enclosed please find two original sets of the Company's Articles of Incorporation along with our check for \$70.00 in payment of the filing fee. Please return the filed articles of incorporation to us. If you have any questions, please call us.

Sincerely,



Osvaldo F. Torres

Enclosures

**ARTICLES OF INCORPORATION
OF
P.A.L. ENTERTAINMENT CORPORATION**

ARTICLE I

Name

The name of the corporation is P.A.L. Entertainment Corporation (hereinafter called the "Corporation").

ARTICLE II

Principal Office

The address of the principal office and the mailing address of the Corporation is 777 Brickell Avenue, Suite 1070, Miami, Florida 33131.

ARTICLE III

Capital Stock

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

<u>Number of Shares Authorized</u>	<u>Par Value Per Share</u>	<u>Class of Stock</u>
1,000	\$.01	common

ARTICLE IV

Board of Directors

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's bylaws. The number of directors constituting the initial Board of Directors is one, and the name and address of the member of the initial Board of Directors, who is to serve as the Corporation's director until her successor is duly elected and qualified is:

Patricia A. Mele
c/o Montello & Torres, P.A.
777 Brickell Avenue
Suite 1070
Miami, Florida 33131

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ARTICLE V

Initial Registered Office

The street address of the Corporation's initial registered office in the State of Florida is 777 Brickell Avenue, Suite 1070, City of Miami, County of Miami-Dade, Florida 33131 and the name of its initial registered agent at such office is Osvaldo F. Torres.

ARTICLE VI

Incorporator

The name of the Incorporator is Osvaldo F. Torres and the address of the Incorporator is 777 Brickell Avenue, Suite 1070, Miami, Florida 33131.

ARTICLE VII

Indemnification

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by any law in existence either now or hereafter.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 5th day of November, 2004.



Osvaldo F. Torres,
Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of P.A.L. Entertainment Corporation hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes Section 607.0505.

November 5, 2004



Osvaldo F. Torres
Registered Agent

