

01/05/2005 11:55:04 AM MELAND RUSSIN HELLINGER & BUDWICK, P.A. 1/05
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FLORIDA PROFIT CORPORATION OR P.A.
Heavy Entertainment, Inc.

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Florida Dept of State



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

January 6, 2005

MELAND RUSSIN BELLINGER & BUDWICK, PA

SUBJECT: HEAVY ENTERTAINMENT, INC.
REF: W05000000803

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The registered agent and street address must be consistent wherever it appears in your document.

The person designated as registered agent in the document and the person signing as registered agent must be the same.

If you have any further questions concerning your document, please call (850) 245-6965.

Dorina Martin
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FAX Aud. #: B05000003202
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**ARTICLES OF INCORPORATION
OF
HEAVY ENTERTAINMENT, INC.
a Florida Corporation**

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I - NAME

The name of this corporation is Heavy Entertainment, Inc.

ARTICLE II - MAILING ADDRESS AND PRINCIPLE OFFICE

The principal office and mailing address of this Corporation shall be:

121 Royal Park Drive, 3B
Oakland Park, FL 33309

ARTICLE III - DURATION

The period of duration is perpetual.

ARTICLE IV - PURPOSE

The purpose is any lawful purpose.

ARTICLE V - CAPITAL STOCK

The corporation is authorized to issue 100 shares, all of one class

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The name of the initial registered agent of the corporation is Ivan Rodriguez c/o Heavy Management Corp. and the initial registered office of this corporation is 275 Fountainbleau Boulevard, Suite 100, Miami, Florida 33172

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have 1 director(s) initially. The number of directors may be either increased or decreased, from time to time, by an amendment of the By-Laws of this corporation in the manner provided by law, but shall never be less than one (1).

The name and address of the initial director(s) of this corporation are:

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NAME

Jessica R. Alvarez

ADDRESS

121 Royal Park Drive, 3B
Oakland Park, FL 33309

ARTICLE VIII - BY-LAWS

The By-Laws of this corporation may be adopted, altered, amended or repealed by either the Shareholders or Directors.

ARTICLE IX - INCORPORATOR

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

Name

Marc D. Kleiner, Esq.

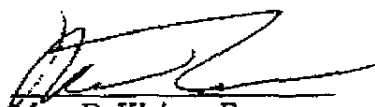
ADDRESS

c/o Meland Russin Hellinger & Budwick P.A.
200 S. Biscayne Blvd, Ste 3000
Miami, Florida 33131

ARTICLE X - AMENDMENT OF ARTICLES

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on this 4th day of January, 2005.


Marc D. Kleiner, Esq.
Incorporator

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CERTIFICATE OF REGISTERED AGENT

OF

HEAVY ENTERTAINMENT, INC.

a Florida Corporation

Pursuant to Chapter 607.034 of the Florida Statutes, the following is submitted, in compliance with said Act:

That Heavy Entertainment, Inc. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at the City of Oakland Park, County Broward, State of Florida, has named Ivan Rodriguez c/o Heavy Management Corp. 275 Fountainbleau Blvd., Suite 100 Miami, Florida 33172 as its agent to accept service of process with this State.

ACKNOWLEDGMENT

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

Dated this 4th day of January, 2005.

Ivan Rodriguez

By: 

Ivan Rodriguez

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ARTICLE VIII - Code Section 1244 Stock

All stock issued by this corporation shall be deemed to be small business stock as defined by Internal Revenue Code Section 1244.

ARTICLE XI - Registered Agent

I hereby am familiar with and accept the duties and responsibilities as registered agent for said Corporation.


JOSEPH K. NOFIL
PRESIDENT of JOSEPH K. NOFIL, P.A.
(REGISTERED AGENT)

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TALLAHASSEE, FLORIDA

Prepared by:

Joseph K. Nofil, President
Joseph K. Nofil, P.A.
3284 North State Road 7
Lauderdale Lakes, FL 33319
(954) 484-5533

to 50000041813