

To: +1 (850) 205-0381  
Subject:

Patricia Lindbeck

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# P050000049784

Florida Department of State  
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Fax Number : (850) 205-0381

From:  
Account Name : CORPDIRECT AGENTS, INC.  
Account Number : 110450000714  
Phone : (850) 222-1173  
Fax Number : (850) 224-1640

0150.36504

**FLORIDA PROFIT CORPORATION OR P.A.**

**M3Z ENTERTAINMENT INC.**

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$78.75

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**ARTICLES OF INCORPORATION  
OF**

**M3Z ENTERTAINMENT INC.**

**ARTICLE I**

The name of the corporation is M3Z Entertainment Inc., (the "Corporation").

**ARTICLE II**

The address of the principal office and the mailing address of the Corporation is 14201 Southwest 88<sup>th</sup> Street, Apt. 408D, Miami, Florida 33186.

**ARTICLE III**

This Corporation shall have authority to issue Ten Thousand (10,000) shares of Common Capital Stock having a par value of \$0.01 per share.

**ARTICLE IV**

The Corporation shall hold a special meeting of shareholders only:

- (1) On call of the Board of Directors or persons authorized to do so by the Corporation's Bylaws; or
- (2) If the holders of not less than 50 percent of all votes entitled to be cast on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

**ARTICLE V**

The street address of the Corporation's initial registered office is 14201 Southwest 88<sup>th</sup> Street, Apt. 408D, Miami, Florida 33186, and the name of its initial registered agent at such office is Marcus Andrews.

**ARTICLE VI**

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 (1), and the name and address of the member of the initial Board of Directors, who is to serve as the Corporation's director until successors are duly elected and qualified is:

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Marcus D. Andrews  
14201 Southwest 88<sup>th</sup> Street, Apt. 408D  
Miami, Florida 33186

**ARTICLE VII**

The name of the Incorporator is Marcus D. Andrews and the address of the Incorporator is 14201 Southwest 88<sup>th</sup> Street, Apt. 408D, Miami, Florida 33186.

**ARTICLE VIII**


This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by 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 9<sup>th</sup> day of March, 2005.

  
\_\_\_\_\_  
Marcus D. Andrews, Incorporator

**ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT**

The undersigned, having been named the Registered Agent of M3Z Entertainment Inc. hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §607.0505.

  
\_\_\_\_\_  
Marcus D. Andrews  
Agent for the Registered Agent

Dated: March 9, 2005

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