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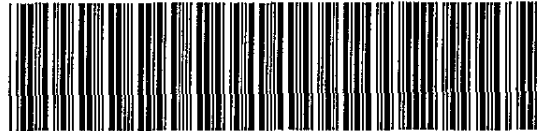
(Business Entity Name)

(Document Number)

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05 APR 20 AM 8:00

J. Shivers APR 25 2005

ARTICLES OF INCORPORATION
OF
U&I ENTERTAINMENT CORP.

FILED
CLERK OF CIRCUIT COURT
DIVISION OF CORPORATIONS
05 APR 20 AM 8:09

The undersigning natural persons, competent to contract under the laws of the State of Florida, acting as subscribers of these Articles, under the provisions of Chapter 607 of the Florida Statutes, adopt the following Articles of Incorporation:

1. NAME: The name of the corporation is:
U&I ENTERTAINMENT CORP.

2. NATURE OF BUSINESS, PURPOSE AND POWERS: The general nature of the business or businesses to be transacted by this corporation and purposes and powers of this corporation are as follows:

This corporation is organized for the purpose of engaging in every aspect and phase of the business owning, holding, constructing, developing, leasing, managing, and operating business and commercial properties of every kind and description and engaging in all and such types of lawful business enterprises of such kind, nature and description as shall from time to time be determined by its board of directors.

This corporation shall have all of the powers specified in Chapter 607 of the Florida Statutes except those which are in conflict with the provisions of these Articles.

This corporation shall have the power to manufacture, purchase, acquire, own, mortgage, pledge, sell, assign, transfer, dispose of, invest in, trade in, deal in and deal with goods, wares, merchandise, real property, personal property, and services of every class, kind and description. It shall not, however, have the power to conduct business of a banking, safe deposit, trust, surety, express railroad, canal, telegraph, telephone or cemetery company, a building and loan, fraternal benefit society, state fair or exposition.

3. AUTHORIZED CAPITAL STOCK: The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is One Thousand (1,000) shares of common stock having a par value of One Dollar (\$1.00) per share.

4. CAPITAL REQUIRED TO BEGIN BUSINESS: The amount of capital with which this corporation shall begin business is Five Hundred Dollars (\$500.00) and this corporation shall not commence business until at least that amount has been received as consideration for the issuance of its shares.

5. TERM OF EXISTENCE: This corporation is to have perpetual existence.

6. **PRINCIPAL OFFICE:** The Board of Directors may, from time to time, change the post office address of the principal office of this corporation to any address in the State of Florida. The post office address of the initial principal office of this corporation in the State of Florida is 20130 N.E. 21st Court, North Miami Beach, FL 33179.

7. **RESIDENT AGENT:** The Resident Agent of the above corporation for any and all legal matters shall be Joshua Maidan and services for any and all legal matters may be affected at 20130 N.E. 21st Court, North Miami Beach, FL 33179.

8. **NUMBER OF DIRECTORS:** The first Board of Directors of this corporation shall consist of two (2) members. The number of directors may be increased or decreased By-Laws adopted by stockholders. All directors shall be of full age and at least one shall be a citizen of the United States of America.

9. **FIRST BOARD OF DIRECTORS:** The names and addresses of the members of the first Board of Directors, who shall hold office for the first year of existence of this corporation, or until their successors are elected or appointed and have qualified are as follows:

Joshua Maidan – 20130 N.E. 21st Court, North Miami Beach, FL 33179

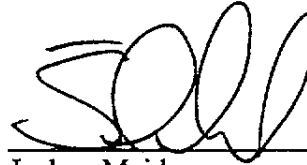
Steven Sutton – Diag 73 #1-85 Bogota Colombia

10. **SUBSCRIBERS:** The names and addresses of the subscribers of these Articles of Incorporation are as follows:

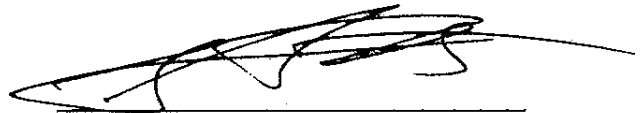
Joshua Maidan – 20130 N.E. 21st Court, North Miami Beach, FL 33179

Steven Sutton – Diag 73 #1-85 Bogota Colombia

11. **AMENDMENTS:** These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved at a Stockholders' meeting by a majority of the stock entitled to vote thereon.

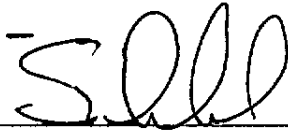


Joshua Maidan



Steven Sutton

State of Florida
County of Dade
The forgoing instrument was
acknowledged before me this
18 of April, 2005

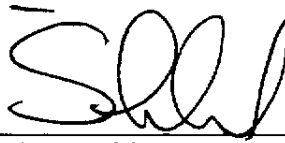


By

Joshua Maidan of
U&I ENTERTAINMENT CORP., a
Florida Corporation on
behalf of this Corporation.

JOSHUA MAIDAN
20130 N.E. 21st Court
North Miami Beach, FL 33179

I am familiar with and accept the duties and responsibilities as Registered Agent of U&I Entertainment Corp.

A handwritten signature in black ink, appearing to read 'J. Maidan', written over a horizontal line.

Joshua Maidan

FILED
CLERK OF DISTRICT COURT
05 APR 20 AM 8:09