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**DONALD S. GOLDRICH, P.A.
ATTORNEY AT LAW
3200 N.E. 14TH STREET
POMPANO BEACH, FLORIDA 33062
(954) 782-8830
FAX: (954) 782-0720**

May 26, 2005

**Department of State
Corporate Records/
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314**

**FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
05 MAY 31 PM 3:25**

Re: Incorporation of LEVI ENTERTAINMENT, INC.

Dear Secretary of State:

Enclosed find one original and a copy of the Articles of Incorporation of my client LEVI ENTERTAINMENT, INC.

Also find enclosed a check payable to the Secretary of State in the amount of \$70.00 which represents the statutory filing fee.

Your assistance in establishing this corporation is appreciated.

Very truly yours,



Donald S. Goldrich

Enclosures

ARTICLES OF INCORPORATION

OF

LEVI ENTERTAINMENT, INC.

ARTICLE ONE

The name of the corporation is LEVI ENTERTAINMENT, INC.

The principal address of the corporation is: 2975 N. W. 15th Avenue, Miami, Florida 33342.

ARTICLE TWO

The period of its duration is perpetual.

ARTICLE THREE

The purpose for which the corporation is organized is the transaction of any or all lawful business for which corporations may be incorporated under the Florida Corporation Act.

ARTICLE FOUR

The aggregate number of shares which the corporation shall have authority to issue is five hundred (500) of no par value.

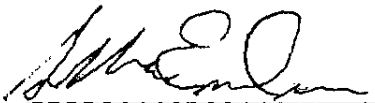
ARTICLE FIVE

The corporation will not commence business until it has received for the issuance of shares consideration of the value of \$1,000.00 consisting of money, labor done or property actually received.

ARTICLE SIX

The street address of its initial registered office is 2975 N. W. 15th Avenue, Miami, Florida 33342, and the name of its initial registered agent at such address is EMILIO BIEN-AIME.

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



EMILIO BIEN-AIME

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ARTICLE SEVEN

The number of directors constituting the initial board of directors is two (2), and the name and address of the person or persons who are to serve as directors until the first annual meeting of the shareholders or until their successors are elected and qualified are:

Name	Mailing Address
EMILIO BIEN-AIME	2975 N. W. 15 th Avenue, Miami, Florida 33342.
JOCELYN BIEN-AIME	2975 N. W. 15 th Avenue, Miami, Florida 33342.

ARTICLE EIGHT

The Board of Directors is empowered to make, alter or repeal the Bylaws of the corporation without restriction of their powers conferred by statute.

ARTICLE NINE

The name and address of each incorporator is:

Name	Mailing Address
DONALD S. GOLDRICH	3200 N.E. 14th Street, Pompano Beach, Florida 33062

(signed)



Incorporator-DONALD S. GOLDRICH

ARTICLE TEN

The powers of the incorporators cease upon filing the Articles of Incorporation.

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