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STATE
TALLAHASSEE
FLORIDA

2005 JUN -8 AM 10:28

FLORIDA PROFIT CORPORATION OR P.A.
ZONED OUT ENTERTAINMENT, INC.

Certificate of Status	0
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2005 JUN -8 AM 10:28

STATE OF FLORIDA
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION

OF

ZONED OUT ENTERTAINMENT, INC.

The undersigned, acting as incorporator(s) of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation.

ARTICLE I
NAME OF CORPORATION

The name of the corporation shall be ZONED OUT ENTERTAINMENT, INC.

ARTICLE II
DURATION

This corporation is to have perpetual existence.

ARTICLE III
NATURE OF BUSINESS

The purpose of this corporation is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV
CAPITAL STOCK

The corporation is authorized to issue One Thousand (1,000) shares all at One (\$1.00) Dollar par value. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

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ARTICLE V
CORPORATE ADDRESS

The initial street address in the State of Florida of the principal office of this corporation is as follows:

1200 Northeast 200th Street
Miami, Florida 33179

ARTICLE VI
INITIAL REGISTERED AGENT

The initial Registered Agent of this corporation is as follows:

Scott R. Jay
1575 Ives Dairy Road
Miami, Florida 33179

ARTICLE VII
INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of Directors may be either increased or decreased from time to time by an amendment of the By-laws of the corporation in the manner provided by law, but shall never be less than one (1).

NAMES

ADDRESSES

Frantz-Dy Destrade

1200 Northeast 200th Street
North Miami Beach, FL 33179

ARTICLE VIII
INCORPORATORS

The name(s) and address(es) of the Incorporator(s) signing these Articles is/are:

<u>NAME(S)</u>	<u>ADDRESS(ES)</u>
Frantz-Dy Destrade	1200 Northeast 200th Street North Miami Beach, FL 33179

ARTICLE IX
AMENDMENT OF BY-LAWS

The power to adopt, alter, amend or appeal the By-Laws of this corporation shall be vested in the Board of Directors and shall be by majority vote.

ARTICLE X
INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XI
INFORMAL ACTION OF DIRECTORS

If all the directors severally or collectively consent in writing to any action taken or to be taken by the corporation and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

**ARTICLE XII
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(s) has/have executed these Articles of Incorporation, for the purpose of forming a corporation for profit under the laws of the State of Florida.

[Signature]
FRANTZ-DY DESTRADE

STATE OF FLORIDA)
) ss
COUNTY OF MIAMI-DADE)

I HEREBY CERTIFY that on this day, before me, a Notary Public, duly authorized to take acknowledgments, personally appeared FRANTZ-DY DESTRADE, to me personally known to be the person described in and who executed the foregoing Articles of Incorporation, as incorporator and acknowledged before me that he subscribed to said Articles of Incorporation.

WITNESS my hand and seal this 8th day of June, 2005.

My Commission Expires:



[Signature]
NOTARY PUBLIC
State of Florida at Large

JUN-08-2005 15:00


REGISTERED AGENT CERTIFICATE

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

FIRST - That ZONED OUT ENTERTAINMENT, INC. desiring to organize under the laws of the State of Florida, with its principal offices as indicated in the Articles of Incorporation, in the City of Miami, County of Dade, State of Florida, has named SCOTT R. JAY located at 1575 Ives Dairy Road, Miami, Florida 33179 as its registered agent to accept service of process.

ACKNOWLEDGEMENT

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



SCOTT R. JAY

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