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Fax Number : (850)205-0380

From: Account Name : CORPORATE CREATIONS INTERNATIONAL INC.
Account Number : 110432003053
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FABSCOUT ENTERTAINMENT, INC.

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AMENDED AND RESTATED ARTICLES OF INCORPORATION

These Amended and Restated Articles of Incorporation were adopted effective August 31, 2006 by the Corporation's Board of Directors and shareholders pursuant to section 607.1007, Florida Statutes. Each amendment set forth in these Amended and Restated Articles of Incorporation was approved by the shareholders by a vote sufficient for approval of the amendment. These Amended and Restated Articles of Incorporation supersede the original Articles of Incorporation, as amended.

Article I. Name

If no old name is listed below, the name of this Florida corporation has not been changed. If the current/new name listed below differs from the old name, the current/new name will become effective upon the filing of this document.

Current/New Name: FABSCOUT ENTERTAINMENT, INC.

Old Name:

Article II. Address

The mailing address of the Corporation is:
FABSCOUT ENTERTAINMENT, INC.
111 Tweedbrook Lane
Hollywood FL 33026

Article III. Board of Directors

The name of each member of the Corporation's Board of Directors is:

Robert Marr

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

Norman Elliott Kent, Esq. | FL Bar Member 271969
Law Offices of Norman Elliott Kent, P.A.
800 E. Broward Boulevard, Suite 310
Fort Lauderdale FL 33301
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Article IV. Capital Stock

The Corporation shall have the authority to issue 500 shares of common stock, par value without per share.

Article V. Registered Agent

The name and address of the registered agent of the Corporation is:

Robert Marr
111 Tweedbrook Lane
Hollywood FL 33026

Article VI. Corporate Existence

The corporate existence of the Corporation will begin effective upon the filing date of the original Articles of Incorporation.

The undersigned executed these Amended and Restated Articles of Incorporation on the date shown below.

FABSCOUT ENTERTAINMENT, INC.

By: 

Name: Robert Marr

Title: Director

Date: August 31, 2006

Norman Elliott Kent, Esq. | FL Bar Member 271969
Law Offices of Norman Elliott Kent, P.A.
800 E. Broward Boulevard, Suite 310
Fort Lauderdale FL 33301
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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

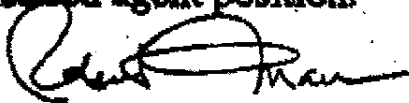
CORPORATION:

FABSCOUT ENTERTAINMENT, INC.

REGISTERED AGENT/OFFICE:

**Robert Marr
111 Tweedbrook Lane
Hollywood FL 33026**

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



ROBERT MARR

Date: August 31, 2006

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Fort Lauderdale FL 33301
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