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Account Name : EMPIRE CORPORATE KIT COMPANY

Account Number : 072450003255 Phone : (305)634-3694 Fax Number : (305)633-9696

FLORIDA PROFIT CORPORATION OR P.A.

fish n gritz entertainment, inc.

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ARTICLES OF INCORPORATION

OF,

FISH N GRITZ ENTERTAINMENT, INC.

The undersigned, acting as incorporator of a corporation pursuant to the corporate laws of the State of Florida, adopt the the following Articles of Incorporation:

ARTICLE I NAME

The name of the corporation shall be:

FISH N GRITZ ENTERTAINMENT, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

2511 N.W. 121 St., Miemi, FL 33167

ARTICLE ILI STATEMENT OF PURPOSE

The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the laws of the United States and the State of Florida.

ARTICLE IV DURATION OF CORPORATION

The corporation shall have perpetual existence unless dissolved according to Florida law.

ARTICLE V CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

1,000 shares of common stock, par value of \$1.00 per share

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ARTICLE VI INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

LEONARDO STARKE, ESQ., 3340 MCDONALD ST., Miemi, FL 33133

ARTICLE VII INCORPORATOR

The name and street address of the incorporator of these Articles of Incorporation is:

VERTHELIA SANDILANDS 3200 FROW AVE., MIAMI, FL 33133

ARTICLE VIII INITIAL BOARD OF DIRECTORS

The Corporation shall have one(1) director(s) initially. The number of Director(s) may be either increased or decreased from time to time as provided in the Bylaws of the Corporation, but shall never be less than one(1).

The names and addresses of the initial Board of Directors are: 1. DERRICK BENDROSS, 2511 N.W. 121 St., Miami, FL 33167

The undersigned has executed these Articles of Incorporation

STATE OF FLORIDA

COUNTY OF MIAMI-DADE

I do hereby certify that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared <u>VERTHELIA SANDILANDS</u>, to me known to be the person described in and who executed the foregoing instrument as incorporator and acknowledged before me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and seal on this ac day of JUNE , 2005.

My Commission Expires:

LEOHARDO D. STARKE NY COMMISSION I DD 100150 50 PRES 144 10 2008

Stape of Florida at Large

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CERTIFICATE OF DESIGNATION

REGISTERED AGENT

OF.

FISE N GRITZ ENTERTAINMENT, INC.

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted: The above corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation at 3340 MCDONALD ST., MIAMI, FL 33133 has named Leonardo D. Starke, located at the aforesaid address, as its Registered Agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named as registered agent and to accept service of process for FISH N GRITZ ENTERTAINMENT, INC., I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Date: 4 20/05

TILED

2005 JUN 22 A 9 41

SECRETARY OF STATE,

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