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KLUGER, PERETZ, KAPLAN & BERLIN P.L.



June 30, 2005

FAX COVER SHEET

To: Division of Corporation	From: Mirna Hornechea
Fax: (850) 205-0381	Tel#: (305) 341-3044
Tel#:	Fax#: (305) 351-3801
Re: (((H05000158366 3)))	File # 110.0822

Number of Pages:4 including this cover page. If you need a re-send on any of the pages, please call our operator at (305) 379-9000 as soon as possible. If you do not call, we will assume that all pages were received correctly.

The information contained in this transmission is attorney-privileged and confidential. It is intended only for the use of the individual or entity named above. If the reader of this message is not the intended recipient, you are hereby notified that any dissemination, distribution or copying of this communication is strictly prohibited. If you receive this communication in error, please notify us immediately by telephone (collect) and return the original message to us to the above address via U.S. Postal Service. We will reimburse you for postage and telephone expenses. Thank you.

Message: Attached for filing, as your request to us indicates, the revised Articles of Incorporation for Rallye Corp.
Please contact Mirna Hornechea at 305-341-3044 with any questions.
Please fax all communications to 305-351-3801.

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COMMERCIAL

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FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

June 29, 2005

KLUGER PERETZ

SUBJECT: RAILLYE CORP.
REF: W05000031625

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

The document number of the name conflict is L05000025604.

If you have any further questions concerning your document, please call (850) 245-6925.

Cynthia Blalock
Document Specialist
New Filings Section

FAX Aud. #: H05000158366
Letter Number: 505A00043785

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**ARTICLES OF INCORPORATION
OF
RALLYE ENTERTAINMENT CORP.**

The undersigned, acting as Incorporator, under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of the corporation is Rallye Entertainment Corp.

ARTICLE II - PRINCIPAL OFFICE AND MAILING ADDRESS

The street address and mailing address of the principal office of the corporation is 4331 North Federal Highway, Suite 403A, Fort Lauderdale, Florida 33308.

ARTICLE III - DURATION AND COMMENCEMENT

The corporation shall exist perpetually. The corporate existence shall commence upon the filing of these Articles of Incorporation with the Division of Corporations of the Florida Department of State.

ARTICLE IV - NATURE OF BUSINESS

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name of the initial registered agent of the corporation is Miami Center Registered Agents, LLC, of Miami with a street address at 201 South Biscayne Boulevard, Suite 1700, Miami, Florida 33131.

ARTICLE VI - CAPITAL STOCK

The corporation is authorized to issue one thousand (1,000) shares of common stock at One Dollar (\$1.00) par value.

ARTICLE VII - INCORPORATOR

The name of the person signing these Articles of Incorporation is Dale S. Bergman, Esquire, c/o Kluger, Peretz, Kaplan & Berlin, P.L., 201 South Biscayne Boulevard, Suite 1700, Miami, Florida 33131.

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ARTICLE VIII - BYLAWS

The bylaws of the corporation may be created, amended or changed by the shareholders or directors at any regular or special meeting, duly held.

ARTICLE IX - LIMITATION ON DIRECTOR LIABILITY

A director shall not be personally liable to the corporation or the holders of shares of capital stock for monetary damages for breach of fiduciary duty as a director, except (i) for any breach of the duty of loyalty of such director to the corporation or such holders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 607.0831 of the Florida Business Corporation Act (the "FBCA"), or (iv) for any transaction from which such director derives an improper personal benefit. If the FBCA is hereafter amended to authorize the further or broader elimination or limitation of the personal liability of directors, then the liability of a director of the corporation shall be eliminated or limited to the fullest extent permitted by the FBCA, as so amended. No repeal or modification of this Article IX shall adversely affect any right of or protection afforded to a director of the corporation existing immediately prior to such repeal or modification.

ARTICLE X - INDEMNIFICATION

The corporation shall indemnify, to the fullest extent permitted by law as now or hereafter in effect, the Incorporator, any officer or director of the corporation. Without limiting the generality of the foregoing, the bylaws may provide for indemnification of the officers, directors, employees and agents on such terms and conditions as the Board of Directors may from time to time deem appropriate or advisable.

ARTICLE XII - AMENDMENT

These Articles of Incorporation may be amended by resolution adopted by the majority vote of the Board of Directors or the Shareholders. All actions, including, but not limited to, amendment of Articles of Incorporation, required to be taken at any meeting may be taken by written consents as provided in the FBCA, as now amended, or as same may be amended in the future.

IN WITNESS WHEREOF, the undersigned has made, subscribed and acknowledged these Articles of Incorporation this 28th day of June, 2005.



Dale S. Bergman, Incorporator

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ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT THE SERVICE OF PROCESS FOR THE ABOVE-STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE V OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED CORPORATION HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF ITS DUTIES.

Dated this 28th day of June, 2005

MIAMI CENTER REGISTERED AGENTS, LLC

By: 
Dale S. Bergman, Vice President

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