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GUNSTER

P.01/03

POS000096702

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6/13/2006

ay Amend

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION**

OF

**FW ENTERTAINMENT, INC.
P05000096702**

Pursuant to the provisions of Section 607.1006, Florida Statutes, this Florida profit corporation (the "Corporation") adopts the following Restated and Amended Articles to its Articles of Incorporation:

ARTICLE I - Name:

The name of the Corporation is: FW ENTERTAINMENT, INC.

ARTICLE II - Address:

The street address of the principal office and the mailing address of the Corporation is:

1880 W. 10th St.
Suite 107
Riviera Beach, FL 33404

ARTICLE III - Purpose:

The purpose for which this Corporation is organized is to conduct any and all lawful business.

ARTICLE IV - The number of shares the Corporation is authorized to issue is:

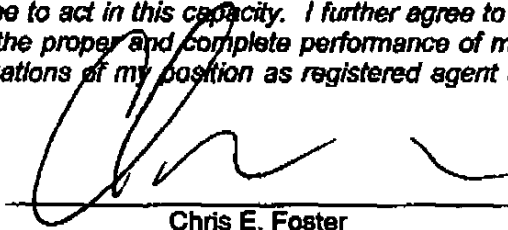
One Million (1,000,000) shares of common stock.

ARTICLE V - Registered Agent, Registered Office, & Registered Agent's Signature:

The name and the Florida street address of the registered agent are:

Chris E. Foster
5600 N. Flagler Dr.
Suite 307
West Palm Beach, FL 33407

Having been named as registered agent and to accept service of process for the above-stated Corporation at the place designated in this certificate, 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 as provided for in Chapter 608, F.S.



Chris E. Foster

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TALLAHASSEE, FLORIDA

ARTICLE VI – The officers and directors of the Corporation are as follows:

<u>Title</u>	<u>Name and Address</u>
President	Chris E. Foster 5800 N. Flagler Dr. Suite 307 West Palm Beach, FL 33407
Vice President	Mark P. Wygonik 542 9 th Place Vero Beach, FL 32960
Secretary and Vice President	Marc Hohnstein Zikadenweg 31 Stuttgart, GE 70439 GE

The date of the amendment's adoption is June __, 2006.

The effective date is upon filing.

The amendment was approved by the Shareholders. The number of votes cast for the amendment by the Shareholders was sufficient for approval.

FW ENTERTAINMENT, INC.

By: 

Chris Foster, President