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To:

Division of Corporations
Fax Number : (850) 205-0391

From:

Account Name : FAG-T CORP. AGENTS, INC.
Account Number : 071001002135
Phone : (305) 599-0839
Fax Number : (305) 716-0346

FLORIDA PROFTT CORPORATION OR P.A.

RPZ ENTERTAINMENT, CORP.

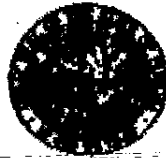
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J. Shivers JUL 25 2005



FLORIDA DEPARTMENT OF STATE

Glenda H. Hood
Secretary of State

July 22, 2005

FAS-T CORP. AGENTS, INC.

SUBJECT: RPE ENTERTAINMENT, CORP.
REF: W05000034895

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Registered Agent name must be listed in Article five (5).

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Loria Poole
Document Specialist
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FAX Aud. #: H05000175915
Letter Number: 505A00048053

ARTICLE OF INCORPORATION
OF

RPZ Entertainment, Corp.

THE UNDERSIGNED, FOR THE PURPOSE OF FORMING A CORPORATION
UNDER THE FLORIDA GENERAL CORPORATION ACT, DO HEREBY
ADOPT THE FOLLOWING ARTICLES OF INCORPORATION:

ARTICLE ONE

THE NAME OF THE CORPORATION: RPZ Entertainment, Corp.

ARTICLE TWO

THE DURATION OF THE CORPORATION IS PERPETUAL

ARTICLE THREE

THE GENERAL PURPOSE FOR WHICH THE CORPORATION IS ORGANIZED IS:

1. TO ENGAGE IN THE BUSINESS OF ANY AND ALL LAWFUL BUSINESS
CONNECTED WITH Entertainment
2. TO TRANSACT ANY OTHER LAWFUL BUSINESS FOR WHICH
CORPORATIONS MAY BE INCORPORATED UNDER THE FLORIDA GENERAL
CORPORATION ACT, AND ENGAGE IN ANY OTHER TRADE OR BUSINESS
WHICH CAN, BE ADVANTAGEOUSLY CARRIED ON IN CONNECTION WITH
OR AUXILIARY TO THE FOREGOING BUSINESS.
3. TO DO SUCH THINGS AS ARE INCIDENTAL TO THE FOREGOING OR
NECESSARY OR DESIRABLE IN ORDER TO ACCOMPLISH THE FOREGOING.

ARTICLE FOUR

THE AGGREGATE NUMBER OF SHARES WHICH THE CORPORATION IS
AUTHORIZED TO ISSUE IS 1000 SHARES. SUCH SHARES SHALL BE OF A
SINGLE CLASS, AND SHALL HAVE A PAR VALUE OF \$1.00

ARTICLE FIVE

THE STREET ADDRESS OF THE INITIAL REGISTERED AND PRINCIPAL OFFICE
OF THE CORPORATION IS: 9 Island Ave, Suite 1210 Miami Beach, FL 33139 AND
THE NAME OF ITS INITIAL REGISTERED AGENT AT SUCH ADDRESS IS: 9
Island Ave, Suite 1210 Miami Beach, FL 33139. *Romain ZAGO*

05 JUL 22 11:10:02

ARTICLE SIX

THE NUMBER OF DIRECTORS CONSTITUTING THE INITIAL BOARD OF DIRECTORS OF THE CORPORATION IS TWO (1) THE NAME AND ADDRESS OF EACH PERSON WHO IS TO SERVE AS A MEMBER OF THE INITIAL BOARD OF DIRECTORS:

PRESIDENT: Romain Zago, 9 Island Ave, Suite 1210 Miami Beach, FL 33139.

VICE PRESIDENT:

TREASURER:

SECRETARY:

ARTICLE SEVEN

THE NAME AND ADDRESS OF THE INCORPORATOR IS AS FOLLOWS:

Romain Zago, 9 Island Ave, Suite 1210 Miami Beach, FL 33139 IS OF, THE UNDERSIGNED HAS MADE AND SUBSCRIBED THESE ARTICLES OF INCORPORATION AT DADE COUNTY, FLORIDA THIS 21 DAY OF July, 2005.


INCORPORATOR
ROMAIN ZAGO

STATE OF FLORIDA

*BEFORE ME, A NOTARY PUBLIC AUTHORIZED TO TAKE ACKNOWLEDGEMENTS
IN THE STATE AND COUNTY SET FORTH ABOVE, PERSONALLY APPEARED
ROMAIN ZAGO*

KNOWN TO BE AND KNOWN BY ME TO BE THE PERSON WHO EXECUTED THE FOREGOING ARTICLES OF INCORPORATION, AND HE/SHE ACKNOWLEDGED BEFORE ME THAT HE/SHE EXECUTED THOSE ARTICLES OF INCORPORATION. IN EYEWITNESS WHEREOF, I HAVE SET HAND SEAL IN THE STATE AND COUNTY ABOVE, ON 21 DAY OF July, 2005.

NOTARY PUBLIC
STATE OF FLORIDA
COMMISSION EXPIRES

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE NAMED CORPORATION, AT THE PLACE DESIGNATED IN THESE ARTICLES, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER PERFORMANCE OF MY DUTIES.


REGISTERED AGENT
ROMAIN ZAGO

STATE OF FLORIDA

BEFORE ME, A NOTARY PUBLIC AUTHORIZED TO TAKE ACKNOWLEDGEMENT IN THE STATE AND COUNTY SET FORTH ABOVE, PERSONALLY APPEARED ROMAIN ZAGO KNOWN TO BE AND KNOWN BY ME TO EXECUTE THE FOREGOING ACCEPTANCE BY REGISTERED AGENT, AND HE ACKNOWLEDGED BEFORE ME THAT HE EXECUTED THAT ACCEPTANCE ON 21 DAY OF July, 2005.

NOTARY PUBLIC
STATE OF FLORIDA
COMMISSION EXPIRES

05 JUL 20 10:15 AM
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