

Division of Corporations

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SMC INC.

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ARTICLES OF INCORPORATION
OF
SMC ENTERTAINMENT INC.

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The undersigned incorporator for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of this corporation shall be: SMC ENTERTAINMENT INC.

ARTICLE II - PRINCIPAL OFFICE

The street address of the principal place of business and the mailing address of this corporation shall be: c/o Sports & Entertainment Financial Group, LLC, 417 North 8th Street., Suite 503, Philadelphia, PA 19123.

ARTICLE III - DURATION

The period of duration for the corporation shall begin on the date of filing these Articles of Incorporation with the Florida Secretary of State and shall have a perpetual existence and duration, until terminated in accordance with applicable law.

ARTICLE IV - PURPOSE

The purpose of this corporation is to engage in any activity or business permitted under the laws of the United States or of the State of Florida.

ARTICLE V - CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: 7,500 shares.

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*No 6000 240535***ARTICLE VI - INITIAL REGISTERED AGENT AND ADDRESS**

The name and Florida street address of the initial registered agent is: Shawn Gee, 70 Palm Avenue, Miami Beach, Florida, 33139.

ARTICLE VII - INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is: Scott Storch, c/o Sports & Entertainment Financial Group, LLC, 417 North 8th Street, Suite 503, Philadelphia, PA, 19123.

ARTICLES VIII - INITIAL DIRECTOR

The initial board of directors shall consist of one (1) member. This number may be increased from time to time in accordance with the Corporation's bylaws. The name and address of the person who will serve on the initial board of directors is: Scott Storch, c/o Sports & Entertainment Financial Group, LLC, 417 North 8th Street, Suite 503, Philadelphia, PA. 19123.

ARTICLE IX - INITIAL OFFICERS

The initial officer of the corporation, the offices held and the street address of the officer is as follows:

Scott Storch

President, Secretary &
Treasurer

c/o Sports & Entertainment Financial Group, LLC
417 North 8th Street, Suite 503
Philadelphia, PA 19123

ARTICLE X - AMENDMENT

These Articles of Incorporation may be amended, altered, changed, or repealed by the affirmative vote of a majority of the stock issued and outstanding, at a Shareholder's meeting called for that purpose.

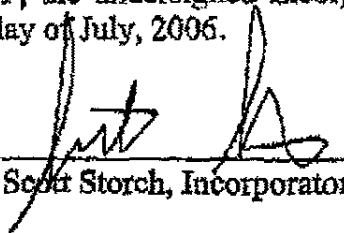
ARTICLE XI - BY-LAWS

The By-Laws of the corporation shall be initially adopted by the Board of Directors, and may be changed or repealed by the affirmative vote of a majority of the Shareholders at any meeting thereof.

No 6000 240535


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IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles this 26 day of July, 2006.


Scott Storch, Incorporator

CERTIFICATE OF ACCEPTANCE BY REGISTERED AGENT

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 PROVISION 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.


Shawn Gee, Registered Agent
Date: July, 26, 2006

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