

**Electronic Articles of Incorporation
For**

P07000011659
FILED
January 25, 2007
Sec. Of State
thampton

ENGINE 44, INC.

The undersigned incorporator, for the purpose of forming a Florida profit corporation, hereby adopts the following Articles of Incorporation:

Article I

The name of the corporation is:

ENGINE 44, INC.

Article II

The principal place of business address:

1628 NORTH FEDERAL HIGHWAY
#200
FORT LAUDERDALE, FL. US 33305

The mailing address of the corporation is:

1628 NORTH FEDERAL HIGHWAY
#200
FORT LAUDERDALE, FL. US 33305

Article III

The purpose for which this corporation is organized is:

ANY AND ALL LAWFUL BUSINESS.

Article IV

The number of shares the corporation is authorized to issue is:

1,000,000

Article V

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

RICHARD J ALFIERI
1628 NORTH FEDERAL HIGHWAY
SUITE 200
FORT LAUDERDALE, FL. 33305

I certify that I am familiar with and accept the responsibilities of registered agent.

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Registered Agent Signature: RICHARD J ALFIERI

Article VI

The name and address of the incorporator is:

RICHARD J ALFIERI
1628 NORTH FEDERAL HIGHWAY
SUITE 200
FORT LAUDERDALE, FL 33305

Incorporator Signature: RICHARD J. ALFIERI

Article VII

The initial officer(s) and/or director(s) of the corporation is/are:

Title: PSTD
RICHARD J ALFIERI
1628 NORTH FEDERAL HIGHWAY SUITE 200
FORT LAUDERDALE, FL. 33305 US