

**Electronic Articles of Incorporation
For**

P07000119145
FILED
October 31, 2007
Sec. Of State
epeterson

ROCBOX ENTERTAINMENT, 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:

ROCBOX ENTERTAINMENT, INC.

Article II

The principal place of business address:

1447 NW 32ND STREET
MIAMI, FL. 33142

The mailing address of the corporation is:

1447 NW 32ND STREET
MIAMI, FL. 33142

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:

1000

Article V

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

ALAN PROPHETE
13825 NW 22ND PLACE
OPALOCKA, FL. 33054

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

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Registered Agent Signature: ALAN PROPHETE

Article VI

The name and address of the incorporator is:

ALAN PROPHETE
13825 NW 22ND PLACE

OPALOCKA, FL 33054

Incorporator Signature: ALAN PROPHETE

Article VII

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

Title: CEO
ALAN PROPHETE
13825 NW 22ND PLACE
OPALOCKA, FL. 33054

Title: PRES
ELIEZAIRE BASSETTE
1447 NW 32ND STREET
MIAMI, FL. 33142

Title: VP
ALISON MARCELLUS
1447 NW 32ND STREET
MIAMI, FL. 33142

Title: CFO
DONNA NEWBOLD
1447 NW 32ND STREET
MIAMI, FL. 33142

Article VIII

The effective date for this corporation shall be:

10/31/2007