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DIVISION OF CORPORATION

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FLORIDA PROFIT/NON PROFIT CORPORATION

RISE ENTERTAINMENT, INC.

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**ARTICLES OF INCORPORATION
OF**

RISE ENTERTAINMENT, INC.

Pursuant to the Florida Business Corporation Act, Chapter 607, Florida Statutes, the undersigned incorporator of **RISE ENTERTAINMENT, INC.**, a Florida Corporation (the "Corporation"), hereby adopts the following Articles of Incorporation for the Corporation:

**ARTICLE I
NAME AND ADDRESS**

The name of the Corporation is **RISE ENTERTAINMENT, INC.** The Corporation's initial principal office and mailing address is 8439 Boxwood Dr., Tampa, Florida 33615.

**ARTICLE II
BUSINESS AND ACTIVITIES**

The general nature of the business to be transacted by the Corporation shall be to have and exercise all powers conferred by the laws of Florida upon profit corporations, and to do any and all things hereinabove set forth to the same extent as a natural person might or could do. The Corporation shall have perpetual existence, commencing upon the filing of these Articles of Incorporation.

**ARTICLE III
CAPITAL STOCK**

The Corporation is authorized to issue 100,000 shares of Common Stock having a par value of \$0.0001 per share.

**ARTICLE IV
REGISTERED OFFICE AND REGISTERED AGENT**

The name of the initial registered agent of the Corporation is A. Michael Perotti. The street address of the initial registered office of the Corporation is 400 N. Tampa Street, Suite 2600, Tampa, Florida 33602.

**ARTICLE V
INCORPORATOR**

The name and address of the incorporator of the Corporation is:

A. Michael Perotti
400 N. Tampa Street, Suite 2600
Tampa, Florida 33602

IN WITNESS WHEREOF, the undersigned incorporator of the Corporation, has, in accordance with the Florida Business Corporation Act, executed these Articles of Incorporation this 19th day of June, 2008.


A. Michael Perotti

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ACKNOWLEDGEMENT OF REGISTERED AGENT

The undersigned, having been designated to accept service of process for **RISE ENTERTAINMENT, INC.** at the place indicated in the foregoing Articles of Incorporation, does hereby accept the appointment as registered agent and does hereby acknowledge that the undersigned is familiar with and accepts the obligations of such position as set forth in the Florida Business Corporation Act.

Executed this 19th day of June, 2008.

By: _____

A. Michael Perotti

