

PA6000037359

May 9, 1995

Secretary of State
State of Florida
Corporate Division
P.O. Box 6327
Tallahassee, Florida 37301

500001482478
-05/10/95 -01044 -008
****122.50 ****122.50

Dear Sir:

A MUSE ENTERTAINMENT INC.

Enclosed is an original and (1) copy of the Articles of Incorporation for registration along with a check for \$122.50 to cover charter fee, ect.

Please return certified copy to me.

Sincerely,

Bruce Martin Campbell Merwin

Bruce Martin Campbell Merwin

FILED
MAY 10 AM 10:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

KTR

**ARTICLES OF INCORPORATION
OF A MUSE ENTERTAINMENT Inc.**

The undersigned incorporator makes, subscribes, acknowledges and files with the Department of State of the State of Florida these Articles of Incorporation for the purpose of forming a corporation for profit under the laws of the State of Florida.

**ARTICAL I
NAME**

The name of this corporation is:

A Muse Entertainment, Inc.

**ARTICAL II
TERM OF EXISTENCE**

This corporation shall commence as of the date of the filing of these Articles of Incorporation with the Secretary of State and shall have perpetual existence.

**ARTICAL III
NATURE OF BUSINESS**

The purpose for which this corporation is organized is to engage in the operation of a manufacturing and retail sales business and may transact any and all lawful business for which corporations may be incorporated under laws of the United States of America and of this State.

**ARTICAL IV
CAPITAL STRUCTURE**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 7,500 shares of common stock. Each of the said shares of stock shall entitle the holder thereof to one (1) vote at any meeting of the stockholders. All or any part of said capital stock may be paid for in cash, in property or in labor and services at a fair valuation to be fixed by the Board of Directors at a meeting called for such purposes. All stock when issued shall be paid for and shall be non-assessable.

FILED
JAN 10 AM 10:50
TALLAHASSEE, FLORIDA

ARTICAL V

INITIAL REGISTRATION AGENT AND REGISTERED OFFICE

The initial registered agent of this corporation shall be Bruce Martin Campbell Merwin. The street address of the initial registration office of this corporation is 3200 State Road 546 # 3260 Grenelefe, Florida 33844. The initial principal place of business of this corporation and the mailing address is 3200 State Road 546 # 3260 Grenelefe, Florida 33844. The Board of Directors from time to time may move the registered office to any other address in the State of Florida.

ARTICAL VI

BOARD OF DIRECTORS

There shall be a Board of Directors for this corporation which shall consist of not less than one (1). Except for the number constituting the initial Board of Directors, the number of directors shall be decided by resolution of the shareholders.

ARTICAL VII

INITIAL BOARD OF DIRECTORS

The name and street address of the member of the initial Board of Directors for this corporation, who, subject to these Articles of Incorporation and the laws of the State of Florida, shall hold office until the first annual meeting of the shareholders or until their successors are elected and qualified, or until their resignation, removal from office or death is

NAME

STREET ADDRESS

Bruce Martin Campbell Merwin

3200 State Road 546 # 3260
Grenelefe, Florida 33844

ARTICAL VIII
INCORPORATOR

The name and address of the incorporator is:

Bruce Martin Campbell Merwin 3200 State Road 546 # 3260
Grenelefe, Florida 33844

ARTICAL IX
BYLAWS

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors or shareholders.

ARTICAL X
INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICAL XI

PRE-EMTIVE RIGHTS

Every shareholder, upon sale of any new stock of this corporation, shall have the right to purchase his prorata share thereof (as nearly as may be done without the issuance of fractional shares) at the price that is offered to others.

ARTICAL XII
AMENDMENT OF ARTICALS OF INCORPORATION

These Articles of Incorporation may be amended any time by a resolution adopted by a majority vote of the Board of Directors at any annual or special meeting, provided at least ten (10) days' written notice is given to each Director of the time and place of the meeting and the purpose there of. Any amendment of these Articles of Incorporation so made must be approved by a majority vote of the shareholders of the corporation.

IN WITNESS WHEREOF, the incorporator has executed these Articles of Incorporation the 9th day of May, 1995.


Bruce Martin Campbell Merwin

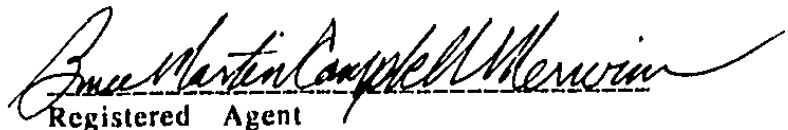
CERTIFICATE DESIGNATION PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS
WITHIN THE STATE OF FLORIDA
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Section 48.091, Florida Statutes, the following is submitted:

A Muse Entertainment, Inc., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business in the City of Grenelefe, State of Florida, has named Bruce Martin Campbell Merwin of 3200 State Road 546 # 3260 Grenelefe, Florida 33844, as agent to accept service of process within the State of Florida.

ACKNOWLEDGMENT:

Having been named to service of process for the above-stated corporation at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all Statutes relative to the proper and complete performance of n.y duties.


Registered Agent

May 9, 1995

FILED
JULY 11 AM 10:50
TALLAHASSEE, FLORIDA