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TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399
FAX: (904) 922-4000

ELECTRONIC FILING COVER SHEET

FROM: CORPORATE CREATIONS INTERNATIONAL IN
401 OCEAN DR
SUITE 312
MIAMI BEACH FL 33139-0000
CONTACT: JOHNNY C RODRIQUEZ
PHONE: (305) 672-0686
FAX: (305) 672-9110

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: RED MOON ENTERTAINMENT, INC.

FAX AUDIT NUMBER: H95000006066

CURRENT STATUS: REQUESTED

DATE REQUESTED: 05/31/1995

TIME REQUESTED: 12:04:52

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JUN 01 1995
TALLAHASSEE, FL
CLERK OF THE COURT

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**Articles of Incorporation
of
Red Moon Entertainment, Inc.**

Article I. Name

The name of this Florida corporation is Red Moon Entertainment, Inc.

Article II. Address

The mailing address of the Corporation is:

Red Moon Entertainment, Inc.
9624 NW 7th Circle, Suite 1537
Ft. Lauderdale, FL 33324

Article III. Capital Stock

The Corporation shall have the authority to issue 10,000 shares of common stock, par value \$1.00 per share.

Article IV. Registered Agent

The name and address of the registered agent of the Corporation is:

Manuel Montenegro
9624 NW 7th Circle, Suite 1537
Ft. Lauderdale, FL 33324

Article V. Board of Directors

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the

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American Incorporators, Ltd.
Chemical Bank Plaza, Suite 1600
1201 North Market Street
Wilmington, DE 19801
(302) 421-5752

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TALLAHASSEE, FLORIDA

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Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by law. The name of each initial member of the Corporation's Board of Directors is:

Manuel Montenegro

Article VI. Incorporator

The name and address of the incorporator is:

Corporate Creations International Inc.
401 Ocean Drive, Suite 312
Miami Beach, FL 33139

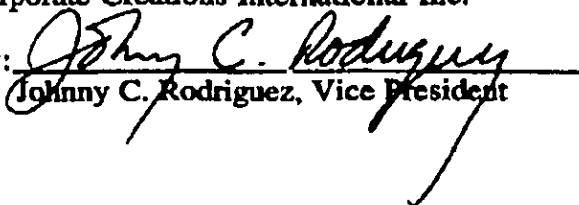
Article VII. Corporate Existence

The corporate existence of the Corporation shall begin effective as of May 31, 1995.

The authorized representative of the incorporator executed these Articles of Incorporation on May 31, 1995.

Corporate Creations International Inc.

By:


Johnny C. Rodriguez, Vice President

American Incorporators, Ltd.
Chemical Bank Plaza, Suite 1600
1201 North Market Street
Wilmington, DE 19801
(302) 421-5752

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Wednesday, May 31, 1995 01:18:52 PM To: Jerral Pouch

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

CORPORATION:

Red Moon Entertainment, Inc.

REGISTERED AGENT:

Mannel Montenegro
9624 NW 7th Circle, Suite 1537
Ft. Lauderdale, FL 33324

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.

Mannel Montenegro

By: *Mannel Montenegro*

Date: 05-31-1995

American Incorporators, Ltd.
Chemical Bank Plaza, Suite 1800
1201 North Market Street
Wilmington, DE 19801
(302) 421-5752

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