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Check Number Only

9-7-95 Amended

-H 801

Maile Hayes

Requestor's Name

1101 Brickell Ave

Address

Miami, FL 33130

City

State

ZIP

Phone

371-2132

VALIDATION ONLY

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CORPORATION(S) NAME

AMPM ENTERTAINMENT, INC.

FILED
1995 SEP 11 AM 11:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



EMPIRE

Toll Free: 1-800-432-3028

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| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | <input type="checkbox"/> Dissolution | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of Registered Agent |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> Certificate Under Seal |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input type="checkbox"/> After 4:30 |
| <input type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input type="checkbox"/> Mail Out |

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F. CHESLER SEP 11 1995

ARTICLES OF INCORPORATION
OF
AMPM ENTERTAINMENT, INC.

The undersigned subscriber to these Articles of Incorporation,
a natural person competent to contract, hereby organizes and
incorporates a corporation under the laws of the State of Florida.

ARTICLE I
NAME

The name of the corporation is: AMPM ENTERTAINMENT, INC.

ARTICLE II
NATURE OF BUSINESS

The corporation may engage in any activity or business
permitted under the law of the United States or of this State.

ARTICLE III
CAPITAL STOCK

The maximum number of shares that this corporation is
authorized to have outstanding at any one time is One Hundred (100)
Shares of common stock having a nominal or par value of (\$1.00) per
share.

ARTICLE IV
INITIAL STOCK

The amount of capital with which this corporation will begin
business in One Hundred Dollars (\$100.00).

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ARTICLE V
BEGINNING OF CORPORATION EXISTENCE

The date of corporate existence shall be the time of filing of these Articles of Incorporation with the Secretary of State.

ARTICLE IV
TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VII
ADDRESS

The initial post office address of the principal office is:

770 Claughton Island Drive
Suite #404
Miami, Florida 33131

ARTICLES VIII
DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by By-Laws adopted by the stockholders, but there shall always be at least one (1) director.

To the extent permitted by law, the corporation shall indemnify and hold harmless each person serving as director or officer of the corporation, and each person who serves at the request of the corporation as a director or officer of any other corporation from and against any and all claims and liabilities to which said person shall become subject by reason of his being a

director or officer of the corporation, or by reason of any action alleged to have been taken or omitted by him as a director or officer. The corporation shall reimburse each such person for all costs, legal and other expenses reasonably incurred by him in connection with any claims or liability as to which it shall be adjudged that such officer or director is liable to the extent permitted by law.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he may be lawfully entitled, nor shall anything therein contained restrict the right of the corporation to indemnify or reimburse such person in any proper case even though no specifically provided for herein.

No contract or other transaction between this corporation and any other firm or corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in, or are directors or officers of such firm or corporation, provided that the fact that he is so interested shall be disclosed or shall have been known to the Board of Directors or such members thereof as shall be present at any meeting of the Board at which action upon any such contract or transaction shall be taken; and any director of the corporation who is also a director or officer of such other corporation, or is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract or transaction, and may vote there at

to authorize any such transaction, with the like force and effect as if he were not a director or officer of such other corporation or not so interested.

ARTICLE IX

INITIAL DIRECTOR

Jorge Abraham Mendez
770 Claughton Island Drive
Suite # 404
Miami, Florida 33131

ARTICLE X

INITIAL OFFICER

The initial officers of the corporation are as follows:

Jorge Abraham Mendez
770 Claughton Island Drive
Suite #404
Miami, Florida 33131

ARTICLE XI

INITIAL SUBSCRIBER

The name and post office address of the subscriber to these Articles of Incorporation is Jorge Abraham Mendez, 770 Claughton Island Drive, Suite #404, Miami, Florida 33131.

WITNESS the hand and seal of said subscriber this 6th day of September, 1995.



JORGE ABRAHAM MENDEZ

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

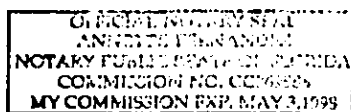
BEFORE ME, the undersigned authority, personally appeared
Jorge Abraham Mendez, who is to me well known to be the person
described in and who subscribed the above Articles of
Incorporation, and he did freely and voluntarily acknowledge before
me, according to the law that they made and subscribed the same for
the uses and purpose therein mentioned and set forth.

IN WITNESS WHEREFORE, I have hereunto set my hand and official
seal at Miami, Dade County, Florida this 6th day of
September, 1995.



NOTARY PUBLIC

MY COMMISSION EXPIRES:



ARTICLE XII

REGISTERED OFFICE AND REGISTERED AGENT

The Registered Agent and Registered Office of the Corporation shall be: Jorge Abraham Mendez, 770 Claughton Island Drive, Suite # 404, Miami, Florida 33131.

IN WITNESS WHEREOF, I the undersigned, being the original Registered Agent to accept service of process for the corporation hereinabove named, do hereby accept the appointment as Registered Agent for said corporation, agree to comply with the provision of said Act relative to keeping open said office and hereunto set hand and/or seal this 6th day of SEPTEMBER, 1995.



JORGE ABRAHAM MENDEZ

CERTIFICATE OF DESIGNATION

In pursuance of Chapter 607.34 Florida Statutes, the following is submitted, in compliance with said Act:

First that Jorge Abraham Mendez, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the articles of incorporation at City of Miami, County of Dade, State of Florida has named Jorge Abraham Mendez, 770 Claughton Island Drive, Suite #404, Miami, Florida 33131 County of Dade, State of Florida, as its agent to accept service of process with this state.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated corporation, at place designated in this certificate. I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

JORGE ABRAHAM MENDEZ

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TALLAHASSEE, FLORIDA