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STATE OF FLORIDA

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: PHAT CAT ENTERTAINMENT, INC.

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ARTICLES OF INCORPORATION
OF
PHAT CAT ENTERTAINMENT, INC.

ARTICLE I. NAME

The name of the corporation shall be PHAT CAT ENTERTAINMENT, INC.

ARTICLE II. TERM OF EXISTENCE

The corporation shall have perpetual existence commencing on the date of filing of these Articles of Incorporation.

ARTICLE III. PURPOSE

This corporation is organized for the following purposes: To engage in all legally authorized business practices in the State of Florida, including but not limited to the creation, performance, recording, reproduction, licensing, investing, marketing, and distribution of artistic talent in the amusement, entertainment, film, and musical fields; to acquire copyrights on songs, lyrics, and musical compositions; to license and use such material for mechanical or other reproductions; to license the use by vocal, instrumental, or any other means known or to be known; to print, sell, and distribute sheet music; to acquire rights in literary and musical properties, and publish the same under contract; and to do any and all other acts necessary to the fulfillment of such endeavors.

ARTICLE IV. CAPITAL STOCK

This corporation is authorized to issue 100 shares of \$5.00 value stock.

Edward de R. Cayia, P.A.
Attorney At Law
482 N.E. Third Avenue
Fort Lauderdale, Florida 33301
F.B.N. 369421 (305) 765-1400

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ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal office of this corporation is: 640 South Miami Avenue, Miami, FL, 33130. The name of the initial registered agent of this corporation at that address is MICHAEL P. SANDERS.

ARTICLE VI. INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) Director initially. The number of Directors may be increased from time to time according to the ByLaws. The name and address of the initial Director of the corporation is JOHN D. WARREN of 640 South Miami Avenue, Miami, FL, 33130.

ARTICLE VII. INCORPORATION

The name and address of the person signing these Articles of Incorporation is as follows: JOHN D. WARREN of 640 South Miami Avenue, Miami, FL, 33130.

ARTICLE VIII. BYLAWS

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

ARTICLE IX. RESTRICTIONS ON TRANSFER OF STOCK

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Shares of capital stock of this corporation shall not be resold or otherwise transferred to other persons unless such shares are first offered to the initial shareholders of the corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all of the shareholders of this corporation.

ARTICLE X. CALLING OF SPECIAL MEETING

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Special meetings of shareholders may be called by written notice delivered to each shareholder three (3) business days prior to the meeting date.

ARTICLE XI. SHAREHOLDER QUORUM AND VOTING

Sixty six percent (66%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum of a meeting of shareholders. If a quorum is present, the affirmative vote of sixty six percent (66%) of the shares entitled to vote shall be the act of the shareholders.

ARTICLE XII. MANAGEMENT OF CORPORATION BY DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation, shall be managed under the direction of the Board of Directors of the corporation.

ARTICLE XIII. DIRECTOR QUORUM AND VOTING

One Director shall constitute a quorum for a meeting of the Directors. If a quorum is present, the affirmative vote of the majority of the Directors shall be the act of the Board of Directors.

ARTICLE XIV. MEETING BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in meetings of the Board of Directors by means of a conference telephone, as provided by law.

ARTICLE XV. ACTION BY DIRECTORS WITHOUT A MEETING

The Directors of this corporation may take action by written consent, as provided by law.

ARTICLE XVI. INDEMNIFICATION

This corporation shall indemnify all officers or Directors or any former officer or Director, to the full extent permitted by law.

ARTICLE XVII. AMENDMENT

This corporation reserves the right to amend or repent any provision in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this day of September, 1995.

John D. Warren
JOHN D. WARREN, Incorporator

STATE OF FLORIDA)
COUNTY OF BROWARD)

14 The foregoing instrument was acknowledged before me on this day of September, 1995, by JOHN D. WARREN, identified by Florida driver's license, without an oath.

Michael F. Sanders
Notary Public - State of Florida
at Large

My commission expires:



EDWARD GAY
My Commission CC044200
Expires Aug. 07, 1997

The undersigned, having been named as Registered Agent to accept Service of Process for PHAT CAT ENTERTAINMENT, at 640 South Miami Avenue, Miami, FL, 33130, does hereby agree to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the complete and proper performance of his duties.

Michael F. Sanders
MICHAEL F. SANDERS, Reg. Agent

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