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((H96000001553))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: ENTERTAINMENT GROUP OF AMERICA, INC.
FAX AUDIT NUMBER: H96000001553
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ARTICLES OF INCORPORATION

OF

ENTERTAINMENT GROUP OF AMERICA, INC.

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The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of this corporation shall be:

ENTERTAINMENT GROUP OF AMERICA, INC.

ARTICLE II. PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

4862 Southwest 72nd Avenue
Miami, Florida 33155

ARTICLE III. CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is one hundred (100) shares at \$5.00 per share.

PREPARED BY:

H. ALLAN TUCKER, ESQUIRE
3802 Tyler Street
Hollywood, Florida 33021
Telephone: (305) 981-7171
Florida Bar Number 129842

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ARTICLE IV. INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:
RENATO BOCCARA
4862 Southwest 72nd Avenue
Miami, Florida 33155

ARTICLE V. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

NAME**ADDRESS**

RENATO BOCCARA

4862 Southwest 72nd Avenue
Miami, Florida 33155**ARTICLE VI. INITIAL OFFICERS**

The names and addresses of the officers who are to conduct the business of this corporation until those elected at the first election are as follows:

PRESIDENT: RENATO BOCCARA - 4862 Southwest 72nd Avenue
Miami, Florida 33155

VICE PRESIDENT: NONE

SECRETARY: RENATO BOCCARA - 4862 Southwest 72nd Avenue
Miami, Florida 33155

TREASURER: NONE

The undersigned has executed these Articles of Incorporation this 31st day of January, 1996.


RENATO BOCCARA

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

Pursuant to the provisions of section 807.0801, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is: _____

ENTERTAINMENT GROUP OF AMERICA, INC.

2. The name and address of the registered agent and office is:

RENATO BOCCARA
(NAME)

4862 Southwest 72nd Avenue
(P.O. BOX NOT ACCEPTABLE)

Miami, Florida 33155
(CITY/STATE/ZIP)

SIGNATURE _____

RENATO BOCCARA

TITLE PRESIDENT

DATE JANUARY 31, 1996

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE _____

RENATO BOCCARA

DATE JANUARY 31, 1996

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