

P96000011272
(SAMPLE LETTER OF TRANSMITTAL)

Date

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

FILED
MAR 16 1996
TALLAHASSEE, FL
SS FEB -6 PM 3:16

Re: MAHOGANY ENTERTAINMENT, Inc.
(name of corporation)

Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation, together with my check in the amount of \$122.50.

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Very truly yours,

000001675960
-01/02/96--01120--015
****122.50 ****122.50

W96-443
789 G-9,671

HENRY ARCH MCNISH SR.
(individual's name)

MAHOGANY ENTERTAINMENT INC.
(name of corporation)

MAILING ADDRESS OF CORPORATION		
1547 NORTH FLA. MANGO RD # 8-73		
WEST PALM BEACH FLA. 33409		
PHONE		
(407)	684-0857	
Area Code	Number	Ext.



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

FILED
96 FEB -6 AM 9:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

January 26, 1996

HENRY ARCH MCNISH, SR.
4717 DYSON CIRCLE S
WEST PALM BEACH, FL 33415

SUBJECT: MAHOGANY ENTERTAINMENT INC.
Ref. Number: W96000000443

We have received your document for MAHOGANY ENTERTAINMENT INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 607.0120(6)(b), or 617.0120(6)(b), Florida Statutes, requires that articles of incorporation be executed by an incorporator.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6931.

Garrett Blanton
Document Specialist

Letter Number: 996A00000740

ARTICLES OF INCORPORATION

MAHOGANY ENTERTAINMENT INC.
(name of corporation)

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of the corporation is:

MAHOGANY ENTERTAINMENT INC.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue 500 shares () of COMMON STOCK
Dollar(s) (\$ 1.00) par value Common Stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the Initial Registered Agent office and the name of the Initial Registered Agent at that office is:

NAME	<u>HENRY ARCH MCNISH SR.</u>		
ADDRESS	<u>1547 NORTH FLORIDA MANGO RD.</u>		
CITY	<u>WEST PALM BEACH</u>	FLORIDA	ZIP <u>33409</u>

The principal office, if known, or the mailing address of the corporation is:

NAME	<u>HENRY ARCH MCNISH SR.</u>		
ADDRESS	<u>1547 NORTH FLORIDA MANGO RD.</u>		
CITY	<u>WEST PALM BEACH</u>	FLORIDA	ZIP <u>33409</u>

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have ONE () directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the corporation are as follows:

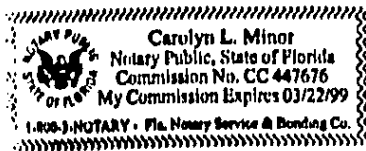
NAME	<u>HENRY ARCH MCNISH SR.</u>		
ADDRESS	<u>1547 NORTH FLORIDA MANGO RD</u>		
CITY	<u>WEST PALM BEACH FLA.</u>	STATE	ZIP <u>33409</u>
NAME			
ADDRESS			
CITY		STATE	ZIP
NAME			
ADDRESS			
CITY		STATE	ZIP

ARTICLE VII - INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

NAME	HENRY ARCH MCNISH SR.		
ADDRESS	1541 NORTH FLORIDA MANGO RD #8-73		
CITY	WEST PALM BEACH	STATE	FLORIDA ZIP
NAME			
ADDRESS			
CITY		STATE	ZIP
NAME			
ADDRESS			
CITY		STATE	ZIP

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 19th day of December, 1995.

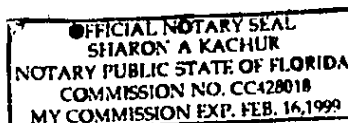


Carolyn L. Minor (Seal)
Carolyn L. Minor (Seal)
 _____ (Seal)

Henry A McNish

in witness whereof, the above has signed
 in my presence
 2/1/96

Sharon A Kachur



CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT
OF

FILED
96 FEB -6 AM 9:16
SECRETARY OF STATE
TALLAHASSEE FLORIDA

MALOGANY ENTERTAINMENT INC.
(name of corporation)

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:
The above corporation, desiring to organize under the laws of the State of Florida with
its registered office as indicated in the Articles of Incorporation

at 1547 NORTH FLORIDA MANGO RD.

WEST PALM BEACH FLORIDA

has named HENRY ARCH MCNISH SR.

located at the aforesaid address, as its Registered Agent to accept service of process
within this state.

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above
stated corporation at the place designated in this certificate, and being familiar with
the obligations of that position, I hereby accept to act in this capacity, and agree to
comply with the provisions of Florida Law in keeping open said office.

Henry A. McNish
(registered agent)