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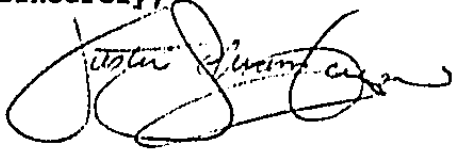
February 7, 1996

Division Of Corporations
Florida Department of State
P.O. Box 6327
Tallahassee, Florida 32314

Dear Sir:

Enclosed please find two copies of Articles of Incorporations for
AAAHH ENTERTAINMENT INC. and a money order in the amount of \$122.50
to cover the various fees. Kindly return a certified copy to the address
listed in the Articles. Thank you for your time and consideration.

Sincerely,



Justin Schwamberger, President

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J. Schwamberger
4403 W. Atlantic Blvd. #1008
Coconut Creek, FL. 33066

SN FEB 19 1996

FILED
96 FEB 14 AM 9:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
AAAHH ENTERTAINMENT INC.

FILED
26 FEB 16 AM 9:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator of a Corporation under the State of Florida General Corporation Act, adopts the following Articles of Incorporation for such Corporation:

ARTICLE I

The name of the Corporation is AAAHH ENTERTAINMENT INC.

ARTICLE II

The period of duration of the Corporation is perpetual.

ARTICLE III

The purpose or purposes for which the Corporation is organized are to engage in any activity or business permitted under the laws of the United States and of Florida.

ARTICLE IV

The name and address of the Initial Incorporator of the corporation is as follows:

Justin Schwamberger, President
3187 N. State Road 7 Suite 192
Margate, Florida 33063

The name and address of the Initial Registered Agent is as follows:

Justin Schwamberger, President
3187 N. State Road 7 Suite 192
Margate, Florida 33063

The above is also the Corporate address

ARTICLE V

The shareholders shall have the power to adopt, amend, alter, change, or repeal the Articles of Incorporation when proposed and approved at a regular Stockholder's meeting, with no less than a three-fourths (3/4) vote of the common stock

ARTICLE VI

The aggregate number of shares which the Corporation is authorize to issue is 1,000. Such shares shall be of a single class, with a state value of twenty (20) Dollars per share.

ARTICLE VII

The number of Directors constituting the Initial Board of Directors of the Corporation is one (1). The name and address of the person who shall serve as Director until the first Annual Meeting of Shareholders, or until his successor shall have been elected and qualified, is as follows:

Justin Schwamberger, President
3187 N. State Road 7 Suite 192
Margate, Florida 33063

ARTICLE VIII

No contract or other transaction between the Corporation and one or more of its Directors or any other corporation, firm, association, or entity in which one or more of its Directors or Officers are financially interested, shall be either void or voidable because of such relationship or interest because such Director or Directors are present at the meeting of the Board of Directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction or because his or their votes are counted for such purposes, if:

a: The fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves, or ratifies the contract or transaction by vote or consent sufficient for the purposes without counting the votes or comments of such interested Directors, or

b: the fact of such relationship or interest is disclosed or known to the stockholders entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent; or,

c: The contract or transaction is fair and reasonable as to the Corporation at the time it is authorized by the Board, a committee, or the stockholders.

ARTICLE IX

Special meeting of Stockholders may be called at any time by the president or holders of 25% of all outstanding shares.

IN WITNESS WHEREOF, The undersigned has made and suscribed these Articles of Incorporation at Ft. Lauderdale, Florida, this 10th day of February, 1996


Justin Schwamberger, President
as Incorporator

STATE OF FLORIDA)
)SS:
COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, personally appeared Justin Schwamberger, 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 law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal, at Fort Lauderdale in said County and State, this 10 day of February, 1996


Notary Public
State of Florida

My commission expires:

Nov. 13, 1998

The undersigned hereby accepts the appointment of
Registered Agent for the above Corporation.


Justin Schwamberger, President
Registered Agent



MAXINE H. MERLIN
COMMISSION # 00000000
EXPIRES NOV. 13, 1998
ALAN MONTY SERVICE
1-800-486-0040

SECRET
OFFICE OF THE
CLERK OF THE
STATE
TALLAHASSEE,
FLORIDA

96 FEB 14 AM 9:33

FILED