

PARALEGAL FREELANCING, INC.

3121 PONCE DE LEON BLVD., CORAL GABLES, FLA. 33134

TEL: (305) 587-1113 FAX: (305) 444-2338

ROGER M. CARLIER
President / Legal Assistant

August 9, 1996

Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Re : Incorporation of
On Line Entertainment, Inc.

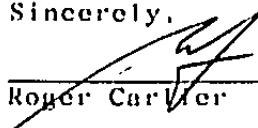
Dear Sir/Madam:

Enclosed please find original articles of incorporation and a copy in reference to the above-mentioned. Kindly incorporate said articles and return the certified copy to the undersigned.

I have also enclosed a check in the amount of \$ 122.50 to cover for your fees.

If you have any questions, please do not hesitate to contact me.

Sincerely,



Roger Carlier

/rc

Encl.

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DIVISION OF CORPORATIONS

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ARTICLES OF INCORPORATION
OF
ON LINE ENTERTAINMENT, INC.

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt(s) the following Article of Incorporation.

ARTICLE I NAME

The name of the corporation shall be: ON LINE ENTERTAINMENT, INC.
The principle place of business of this corporation shall be: 8660 SW 212 Street, No. 104 Miami, Florida 33189.

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III CAPITAL STOCK

The aggregate number of shares of stock and its par value that this corporation is authorized to have outstanding at any one time is:

1000 Shares
at
\$ 1.00 per share

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

Prepared by:
PARALEGAL FREELANCING, INC.
3121 Ponce De Leon Blvd.
Coral Gables, FL 33134

ARTICLE V OFFICERS AND DIRECTORS

The name(s) and street address(es) of the initial officer(s), who shall hold office the first year of the corporation's existence or until their successor(s) is (are) elected, is (are):

ROBERT BLAISE
President / Secretary
Vicepresident / Treasurer

ARTICLE VII INCORPORATOR(S)

The name(s) and street address(es) of the Incorporator(s) to these articles of incorporation is (are):

ROBERT BLAISE
8660 SW 212 Street No. 104
Miami, FL 33189


IN WITNESS WHEREOF, the undersigned incorporator(s) has (have) executed these Articles of Incorporation this 9th, day of August, 1996.


ROBERT BLAISE

STATE OF FLORIDA)
)
COUNTY OF DADE)

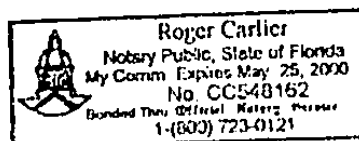
THE FOREGOING instrument was acknowledged and sworn to before me this 9th, day of July, 1996 by Robert Blaise, of Miami, Florida.

() Personally known by me
(X) Produced Fla. driver license # B420-760-69-247-0

Notary Public 

My commission expires:

Seal




CERTIFICATE DESIGNATING
REGISTERED AGENT/REGISTERED OFFICE

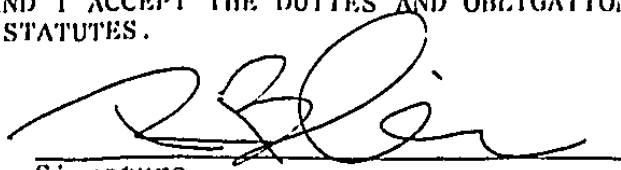
Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organization under the Laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: ON LINE ENTERTAINMENT, INC.
2. The name and address of the registered agent and office is:

Robert Blaise
8660 SW 212 Street, No. 104
Miami, Florida 33189


Robert Blaise
Title: Registered Agent
Date : 8/4/96

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THE CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISION OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.


Signature
Date: 8/9/96