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Charter Number Only

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95 AUG 29 AM 10:25
DIVISION OF CORPORATION

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TALLAHASSEE, FLORIDA

Raul Gastesi
Requestor's Name
9130 S. Dadeland Blvd. #1509
Address
Miami, FL 33156
City State ZIP Phone
#670-4800

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****122.50 ****122.50

CORPORATION(S) NAME

V-2 Entertainment, Inc.



Empire Toll Free: 1-800-432-3028

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|--|--|---|
| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | | |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Dissolution | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of Registered Agent |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> Certificate Under Seal |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| | | <input type="checkbox"/> Mail Out |

Name
Availability
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Examiner
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W.P. Verifier

F. CHESLER AUG 30 1996
F. CHESLER AUG 30 1996
CERTIFIED COPY

**ARTICLES OF INCORPORATION
OF
V-2 ENTERTAINMENT, INC.**

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE ONE

NAME

The name of this corporation is V-2 Entertainment, Inc.

ARTICLE TWO

DURATION

The duration of the corporation is perpetual.

ARTICLE THREE

PURPOSES

The general purpose for which the corporation is organized are:

1. To transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act; and

2. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE FOUR

AUTHORIZED SHARES

The aggregate number of shares which the corporation is authorized to issue is 1,000. Such shares shall be of a single

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class, and shall have a par value of \$1.00 per share.

ARTICLE FIVE

REGISTERED OFFICE AND AGENT

The street address of the initial registered office is Two Datran Center, Suite 1509, 9130 South Dadeland Blvd., Miami, Florida and the name of its registered agent at such address is Raul Gastesi, Jr., Esquire.

ARTICLE SIX

DIRECTORS

The number of directors constituting the initial board of directors of the corporation is two. The name and address of the persons who are to serve as the members of the initial board of directors are:

Omar Vazquez - President, Treasurer
3841 N.E. 2nd Avenue, Suite 205
Miami, Florida 33137

Armando Vargas, Vice President, Secretary
3841 N.E. 2nd Avenue, Suite 205
Miami, Florida 33137

ARTICLE SEVEN

INCORPORATORS

The names and address of the incorporator is:

Raul Gastesi, Jr., Esquire
Two Datran Center, Suite 1509
9130 South Dadeland Blvd.
Miami, Florida 33156

PRINCIPAL OFFICE

Executed by the undersigned at Miami, Dade County, Florida,
this 20th day of July, 1996.

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R. M. GASTES, JR.

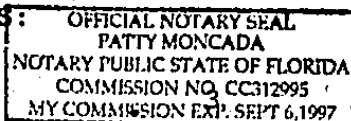
STATE OF FLORIDA) SS:
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared Raul Gastesi, to me well known to be the persons described in and who subscribed the above Articles of Incorporation and they freely and voluntarily acknowledged before me according to law that they 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 affixed my official seal, at Miami, Dade County, Florida, this 27th day of August, 1996.

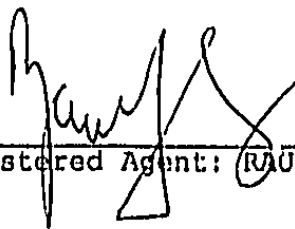
NOTARY PUBLIC, STATE OF FLORIDA,
AT LARGE

MY COMMISSION EXPIRES:



**ACKNOWLEDGMENT OF APPOINTMENT
BY REGISTERED AGENT**

HAVING BEEN NAMED to accept service of process for the above stated corporation at 9130 South Dadeland Blvd., Suite 1509, Miami, Florida 33156, I heroby agree to act in such capacity and agree to comply with the provisions of Florida Statute §40.091, relative to keeping open said office.


Registered Agent: RAUL GASTEI, JR.
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