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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
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ACCT#: 072450003255

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NAME: ROBERT PERE PRODUCTIONS, INC.

AUDIT NUMBER.....H96000013053

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

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ARTICLES OF INCORPORATION

OF

H96000013053

ROBERT PERE PRODUCTIONS, INC.

The undersigned hereby presents these Articles for the formation of a corporation under the laws of the State of Florida.

ARTICLE I

The name of this corporation is ROBERT PERE PRODUCTIONS, INC.

The principal place of business and mailing address for the corporation is : 2211 Meridian Avenue, Miami Beach, Fl. 33139.

ARTICLE IIPURPOSE

The general purpose or purposes for which the corporation is initially organized shall be to engage in the transaction of any or all lawful business for which corporations may be incorporated under Chapter 607 of the Florida General Corporation Act; and the corporation shall have the power to take all action and do all things necessary and proper to carry out the foregoing purposes.

THIS INSTRUMENT PREPARED BY:
MAX M. HAGEN, ESQ.
HAGEN & HAGEN, P.A.
3990 Sheridan Street, #104
Hollywood, Florida 33021
Florida Bar No. 032722
954-987-0515

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TALLAHASSEE, FLORIDA

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ARTICLE III

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CAPITAL STOCK

The corporation is authorized to issue one hundred (100) shares of common stock having ten dollar (\$10.00) par value.

ARTICLE IV**CORPORATE EXISTENCE**

This corporation shall exist perpetually unless sooner dissolved according to law.
The corporation shall be effective as of date of filing.

ARTICLE V**INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this Corporation in the State of Florida is:

3990 Sheridan Street, #104

Hollywood, Florida 33021

and the name of the initial registered agent at that address is:

MAX M. HAGEN, ESQ.

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ARTICLE VI**NUMBER OF DIRECTORS**

This corporation shall have one director initially. The number of directors may be increased or decreased from time to time, by by-laws adopted by the stockholders, but shall never be less than one.

ARTICLE VII**INITIAL BOARD OF DIRECTORS**

The names and addresses of the initial Board of Directors of this Corporation are:

NAME**ADDRESS**

ROBERT PERE, President, Secretary, Treasurer
and Director

2211 Meridian Avenue
Miami Beach, Fl. 33139

ARTICLE VIII**SUBSCRIBER**

The name and address of the incorporator is:

NAME**ADDRESS**

MAX M. HAGEN

3990 Sheridan Street, #104
Hollywood, Florida 33021

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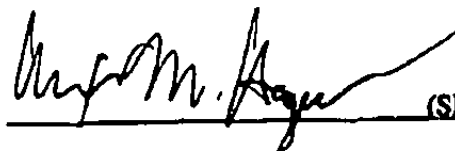
ARTICLE IX**CUMULATIVE VOTING FOR DIRECTORS**

At all elections of directors of this corporation, each stockholder shall be entitled to as many votes as shall equal the number of shares which he is entitled to vote multiplied by the number of directors to be elected; and he may cast all such votes for a single director, or may distribute them among any number of directors to be elected.

ARTICLE X**AMENDMENT**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, I, the incorporator, have executed these Articles of Incorporation this 17 day of Sept, 1996.

 (SEAL)

H96000013053

STATE OF FLORIDA)
) SS.
COUNTY OF BROWARD)

H96000013053

BEFORE ME, the undersigned authority, personally appeared to me MAX M. HAGEN, well known and known to me to be the individual described in, and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto affixed my hand and official seal at Hollywood, County of Broward, State of Florida, this 17 day of September A.D., 1996.


NOTARY PUBLIC
State of Florida at Large

My Commission Expires:



H96000013053

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

FIRST-THAT ROBERT PERE PRODUCTIONS, INC.
(NAME OF CORPORATION)

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF
FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT THE CITY OF

Miami Beach STATE OF FLORIDA HAS NAMED

MAX M. HAGEN, ESQ.

LOCATED AT 3990 Sheridan Street, Suite 104
(STREET ADDRESS AND NUMBER OF BUILDING,
POST OFFICE BOX ADDRESSES ARE UNACCEPTABLE)

CITY OF Hollywood, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE
OF PROCESS WITHIN FLORIDA.

SIGNATURE Robert Pere
(CORPORATE OFFICER)

TITLE PRESIDENT

DATE September, 1996

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

SIGNATURE Max M. Hagen
MAX M. HAGEN, ESQ.
RESIDENT AGENT

DATE September 17, 1996