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MARIO J. MEDIOUS II, CPA
1840 NE 142ND STREET, #2-K
NORTH MIAMI, FL 33181
305-948-3561

October 7, 1996

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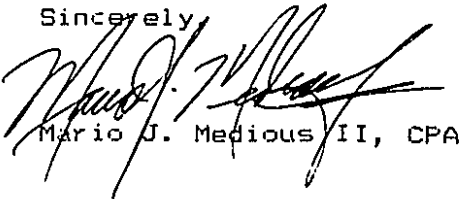
Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Dear Sir:

Enclosed are the Articles of Incorporation for Ande Pandee
Entertainment Inc. and the State Incorporation Fee of
\$70.00.

If there are any questions please call me at the above phone
number.

Sincerely,



Mario J. Medious II, CPA

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96 OCT -9 AM 8:50
TALLAHASSEE, FLORIDA

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TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION
OF
ANDE PANDEE ENTERTAINMENT, INC.

The undersigned incorporators to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation is:

ANDE PANDEE ENTERTAINMENT, INC.

ARTICLE II

The nature of the business:

- a. To buy, sell, lease, rent, manufacture, produce and generally trade in, store, carry transport all kinds of equipment, goods, wares, merchandise, provisions and supplies.
- b. To acquire by purchase or otherwise own, hold, buy, sell, convey, lease, mortgage or encumber real estate or other property, personal or mixed.
- c. To engage in any other lawful business or businesses and to exercise and enjoy all rights, powers and privileges incident to the corporation for profit, by virtue of the laws and Constitution of the State of Florida.

ARTICLE III

Capital Stock:

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is **10,000 @ \$ 1.00 par value**. All of said stock shall be payable in cash, property real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of this Corporation.

ARTICLE IV

Initial Capital:

The amount of capital with which the corporation shall begin business is **\$ 10,000.**

ARTICLE V

Term of existence:

The corporation shall exist perpetually.

ARTICLE VI

The number of initial directors on the Board of directors of the Corporation is (4)
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 (1).

ARTICLE VII

The name and post office address of each member of the first Board of Directors is:

**Keith Andes Woodard
545 East San Jose Ave.
Apt. 107
Burbank, Ca. 91501**

**Tynyetta D. Woodard
545 East San Jose Ave.
Apt. 107
Burbank, Ca, 91501**

**Mario J. Medious II, CPA
1840 NE 142nd. St. # 2K
North Miami, Fl. 33181**

**Carrie Hausners
C/O Summit Financial Management
20750 Ventura Blvd. # 160
Woodland Hills, Ca. 91364**

ARTICLE VIII

The names and addresses of the incorporators:

**Jeffrey Hyman
9301 NE 6th Ave.
Suite 301
Miami Shores, Fl. 33138**

**Mario J. Medious II, CPA
1840 NE 142nd. St. # 2K
North Miami, Fl. 33181**

ARTICLE IX

The Corporation's initial registered agent and registered office in the State of Florida shall be:

**Mario J. Medious II, CPA
1840 NE 142nd. St. # 2K
North Miami. Fl. 33181**

ARTICLE X

The mailing address of the Corporation is:

**Ande Pandee Entertainment, Inc.
1840 NE 142nd. St. # 2K
North Miami, Fl. 33181**

ARTICLE XI

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 the stockholders meeting by a majority of the stockholders entitled to vote thereon, unless all of the directors and all of the stockholders sign a written statement expressing their desire that a certain change be made in these Articles of Incorporation.

ARTICLE XII

Subject to qualification, the Corporation may elect to be a Sub-Chapter S corporation, pursuant to the laws of the United States and the Internal Revenue Service.

WITNESS the hand and seal of the said incorporators this 30th day September 1996

[Signature]
Incorporator
[Signature]
Incorporator

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

BEFORE ME, the undersigned authority, an officer authorized to administer oaths in the State and County named above, personally appeared before me to me known as the persons who executed the foregoing certificate and they acknowledged before me that they executed the same for the purposes therein expressed.

WITNESS my hand and official seal this 30th day of September 1996

[Signature]
Notary Public

My Commission Expires:



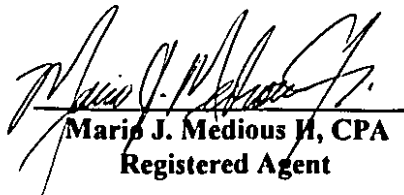
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**CERTIFICATE DESIGNATING REGISTERED AGENT
FOR SERVICE OF PROCESS**

Pursuant to Chapter 48,091 of the Florida Statutes, the following is submitted, in compliance with said Act: that **Ande Pandee Entertainment, Inc.** desiring to organize under the laws of the State of Florida, with its principle office in the Country of Dade, in the State of Florida, has named **Mr. Mario J. Medious II, CPA, 1840 NE 142nd. St. # 2K North Miami, Fl. 33181** as its agent to accept service of process within this State.

Having been named to accept service of process for the above stated corporation, at a place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said act relative to keeping open said office.


Mario J. Medious II, CPA
Registered Agent