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October 15, 1996

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Secretary of State
Division of Corporations
P.O. Box #6327
Tallahassee, FL 32399

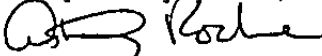
Re: In Your Face Entertainment, Inc.

Dear Sir/Madam:

Enclosed please find two copies of the Articles of Incorporation for the above referenced corporation. Please provide me with a certified copy of the Articles. Enclosed please find a check in the amount of One Hundred Twenty Two Dollars and Fifty Cents.

Please call my office if there is any further information needed.

Very truly yours,



Ashling Roche

encl.

AL OCT 21 1996

FILED
96 OCT 18 PM 2:41
TALLAHASSEE, FL

**ARTICLES OF INCORPORATION
OF
IN YOUR FACE ENTERTAINMENT, INC.**

FILED
96 OCT 18 PM 2:40
TTC
DAVE AND JERRY
FLORIDA

The undersigned, acting as incorporators of a corporation under the laws of Florida, adopt the following Articles of Incorporation for such corporation:

ARTICLE ONE

The name of this corporation is IN YOUR FACE ENTERTAINMENT, Inc.

ARTICLE TWO

This corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida, and may do any and all things in a corporate capacity permitted under and not inconsistent with Chapter 607 of the Florida Statutes regarding corporations for profit.

ARTICLE THREE

The maximum number of shares of stock that the corporation is authorized to have outstanding at any one time is 10,000 (ten thousand) shares of common stock of the par value of .01 (one cent) per share.

These shares shall carry preemptive rights.

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2. Angelo Maldonado

3923 NE 166TH Street, #211-N
North Miami Beach, FL 33160.

ARTICLE TEN

The initial bylaws shall be adopted by the Board of Directors. The power to alter, amend or repeal the bylaws or to adopt new bylaws shall be vested in the Board of Directors. The bylaws may contain any provisions for the regulation and management of the affairs of the corporation not inconsistent with the laws of the State of Florida or this Articles of Incorporation.

Any contract or other transaction between the corporation and any one or more of its directors, or between the corporation and any firm of which one or more of its directors are members or employees, or in which one or more of its directors are members or employees, or in which they are interested, or between the corporation any corporation or association of which one or more of its directors are shareholders, members, directors, officers or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of the director or directors at the meeting of the Board of Directors of the corporation that acts upon, or in reference to, the contract or transaction, and not withstanding his or her participation in the action, if the fact of such interest shall be disclosed or known

to the Board of Directors and the Board of Directors shall, nevertheless, authorize or ratify the contract or transaction, the interested director or directors to be counted in determining whether a quorum is present and to be entitled to vote on such authorization or ratification.

ARTICLE ELEVEN

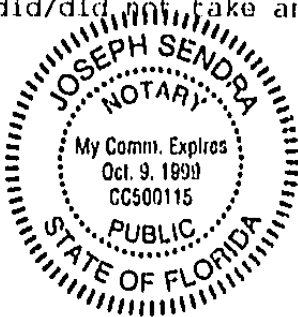
The registered agent for the corporation shall be Annette Maldonado. The place designated for service of process shall be 3923 NE 166TH Street, #211-N, North Miami Beach, FL 33160.

WE, THE UNDERSIGNED, being all of the original subscribers to this Articles of Incorporation, do hereby make, subscribe, acknowledge and file this Articles of Incorporation, do hereby make, subscribe, acknowledge and file this Articles and certify that the facts stated herein are true, and have hereunto set our hand and seals this 9th day of OCTOBER, 1996.

Annette Maldonado
ANNETTE MALDONADO

STATE OF FLORIDA)
)SS:
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this _____ day of _____, 1996 by Annette Maldonado. She is personally ~~known to me~~ or has produced _____ as identification and ~~did/did not~~ take an oath.

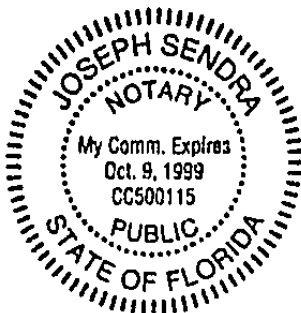


Notary Public:
sign Joseph Sendra
print JOSEPH SENDRA
State of Florida at Large (Seal)
My Commission Expires: 10/9/99

Angelo Maldonado
ANGELO MALDONADO

STATE OF FLORIDA)
)SS:
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 9th day of OCTOBER, 1996 by Angelo Maldonado. He is personally ~~known to me~~ or has produced _____ as identification and ~~did/did not~~ take an oath.



Notary Public:
sign Joseph Sendra
print JOSEPH SENDRA
State of Florida at Large (Seal)
My Commission Expires: 10/9/99

CERTIFICATE DESIGNATING REGISTERED AGENT
AND OFFICE FOR SERVICE OF PROCESS

IN YOUR FACE ENTERTAINMENT, Inc., a Corporation existing under the laws of the State of Florida with its principal office and mailing address at 3923 NE 166TH Street, #211-N, North Miami Beach, FL 33160 has named Annette Maldonado, whose address is 3923 NE 166TH Street, #211-N, North Miami Beach, FL 33160, as its agent to accept service of process within the State of Florida.

ACCEPTANCE:

Having been named to accept service of process for the above named Corporation, at the place designated in this Certificate, I hereby accept the appointment as Registered Agent, and agree to comply with all applicable provisions of law. In addition, I hereby am familiar with and accept the duties and responsibilities as Registered Agent for said Corporation.



ANNETTE MALDONADO

FILED
96 OCT 18 PM 2:41
CLERK OF DISTRICT COURT
MILWAUKEE, WISCONSIN