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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: THE SAINT ENTERTAINMENT CORP.
AUDIT NUMBER.....H96000015066
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
CERT. OF STATUS..0
CERT. COPIES.....1

PAGES..... 3
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

H96000015066

OF

THE SAINT ENTERTAINMENT CORP.

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ARTICLE I - NAME

The name of the corporation is: THE SAINT ENTERTAINMENT CORP.

ARTICLE II - NATURE OF CORPORATE BUSINESS

The corporation may engage in any activity or business permitted under the laws of the United States and under the laws of the State of Florida and shall exercise all powers convenient, incident to or necessary in the proper conduct of its business.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 7,500 shares of common stock having \$1.00 par value per share; all shares shall be paid in lawful money of the United States of America or in property, labor or services; where said stock is paid for by property, labor or services, the just value thereof shall be fixed by the Board of Directors of the corporation in the manner provided for by the laws of the State of Florida.

ARTICLE IV - DURATION

This corporation is to exist perpetually.

ARTICLE V - INITIAL REGISTERED OFFICE/AGENT

The street address of the initial registered office and principal office of this corporation is: 2700 SW 37 Avenue, Miami, Florida and the name of the initial registered agent at that address is: Sy Chadroff.

Sy Chadroff, P.A.
2700 SW 37 Avenue, Miami, FL 33133
(305) 444-5002
Fl Bar #012929

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ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be increased or diminished from time to time by the by-laws but shall never be less than one. The name and address of the initial director is: Sy Chadroff, 1000 W. Broward Boulevard, Fort Lauderdale, Florida.

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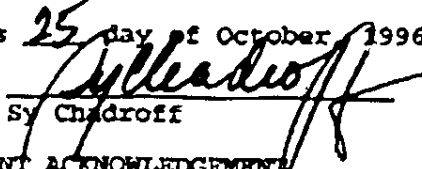
ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles is: Sy Chadroff, 1000 W. Broward Boulevard, Fort Lauderdale, Florida.

ARTICLE VIII - AMENDMENTS

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 25 day of October 1996.


Sy Chadroff

RESIDENT AGENT ACKNOWLEDGEMENT

Having been named to accept service of process of the above named corporation at the place designated in these Articles, I hereby accept to act in this capacity and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.


Sy Chadroff

Sy Chadroff, P.A.
2700 SW 37 Avenue, Miami, FL 33133
(305) 444-5002
Fl Bar #012929
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