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TO: DIVISION OF CORPORATIONS

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FROM: FAS-T CORP. AGENTS, INC.
CONTACT: LIDIA FERNANDEZ
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NAME: M.A.X.-MENTERTAINMENT CORP.
AUDIT NUMBER.....H97000002913
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
CERT. OF STATUS..0 PAGES..... 4
CERT. COPIES.....1 DEL.METHOD.. FAX
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

M.A.X.-MENTERTAINMENT CORP.

The undersigned incorporators, for the purpose of forming a corporation under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby adopt the following Articles of Incorporation:

ARTICLE I: NAME OF THE CORPORATION

The name of the corporation is M.A.X.-MENTERTAINMENT CORP., hereinafter referred to as the "Corporation".

ARTICLE II: PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal office and the mailing address of the Corporation is 11800 SW 185th Street, Miami, FL 33177.

ARTICLE III: DURATION OF THE CORPORATION

The period of duration of the Corporation shall be perpetual unless dissolved according to law.

ARTICLE IV: PURPOSE OF THE CORPORATION

The purpose for which the Corporation is organized is to engage in any and all lawful business for which corporations may be incorporated under Chapter 607, Florida Statute, as amended.

ARTICLE V: AUTHORIZED SHARES

The Corporation is authorized to issue Five Thousand (5,000) shares of common stock with a par value of \$1.00 per share. All stock shall be of one class. The Board of Directors may authorize the issuance of such stock to such person(s) upon such terms and for such consideration as they may deem appropriate. The consideration may consist of any tangible or intangible property or

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6255 N. W. SEVENTH AVENUE
MIAMI, FL 33150
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FLA. BAR #: 0787022

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benefit to the Corporation, including cash, promissory notes, services performed, promises to perform services evidenced by a written contract, or other securities of the Corporation.

ARTICLE VI: PREEMPTIVE RIGHTS

The Corporation elects to have preemptive rights. Every shareholder, upon the sale for cash of any new or reissued stock of the Corporation, shall have the right to purchase his pro-rata share thereof at the price at which it is offered to others.

ARTICLE VII: INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the Corporation's initial registered office is 11800 SW 185th Street, Miami, FL 33177 and MICHAEL GALLON is the registered agent at that office.

ARTICLE VIII: INITIAL BOARD OF DIRECTORS

The Corporation shall have two (2) directors constituting the initial Board of Directors. The number of directors may be increased or decreased from time to time by the ByLaws.

The initial Board of Directors of the Corporation shall be comprised of:

MICHAEL GALLON
11800 SW 185th Street
Miami, Florida 33177

WADNER NOEL
13700 SW 268th Street, Apt. 101
Homestead, Florida 33032

ARTICLE IX - AMENDMENTS

These Articles of Incorporation may be amended by the shareholders or board of directors, in the manner now or hereinafter prescribed by statute or set forth in the Corporation's ByLaws, so long as same does not conflict with the Florida Statutes.

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long as same does not conflict with the Florida Statutes.

ARTICLE X: INCORPORATOR

The incorporator of the Corporation is as follows:

MICHAEL GALLON
11800 SW 185th Street
Miami, Florida 33177

IN WITNESS WHEREOF, I, MICHAEL GALLON, the undersigned
incorporator, have signed these Articles of Incorporation on this
18th day of February, 1997 and acknowledged the same to be my act.

Michael Gallon
MICHAEL GALLON

STATE OF FLORIDA)

COUNTY OF DADE)

The foregoing instrument was sworn to before me this 18th day
of February, 1997 by MICHAEL GALLON, who personally appeared before
me at the time of notarization, and who has provided Florida
Driver's License as identification.

NOTARY PUBLIC:

SIGN: Stanley B. Lewis

PRINT: STANLEY B. LEWIS
STATE OF FLORIDA AT LARGE



STANLEY B. LEWIS
My Commission 00407757
Expires Sep. 18, 1998
Bonded by NAJ
800-425-1886

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

Pursuant to the provisions of Chapters 48.091 and 607.0501 of the Florida Statutes, the following is submitted, in compliance with said Acts:

First--That M.A.X.-MENTERTAINMENT CORP., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at City of Miami, County of Dade, State of Florida, has named MICHAEL GALLON located at 11800 SW 185th Street in the City of Miami, County of Dade, State of Florida, as its agent to accept service of process within this state.

-Acceptance of Agent-

ACKNOWLEDGEMENT:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

BY: Michael Gallon
MICHAEL GALLON

DATE: 2/18/97

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TALLAHASSEE, FLORIDA

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