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FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: WALHALLA ENTERTAINMENT, INC.

AUDIT NUMBER.....H97000003169

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

CERT. OF STATUS..0

PAGES..... 5

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**ARTICLES OF INCORPORATION
OF
WALHALLA ENTERTAINMENT, INC.**

ARTICLE 1 - NAME

The name of this corporation is: Walhalla Entertainment, Inc..

ARTICLE 2 - DURATION

The duration of this corporation is perpetual.

ARTICLE 3 - PURPOSE

The corporation is created for the purpose of engaging in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE 4 - PRINCIPAL OFFICE

The address of the principal office of this corporation is 2880 West Oakland Park Boulevard, Suite 118, Fort Lauderdale, Florida 33311.

ARTICLE 5 - INCORPORATOR

The name and street address of the incorporator of this corporation is:

Michelle M. Rapp
750 East Sample Road
Suite 227
Pompano Beach, FL 33064

ARTICLE 6 - EFFECTIVE DATE

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

Law Office of Michelle M. Rapp
750 East Sample Road
Building 3, Suite 227
Pompano Beach, FL 33064
(954) 784-2838
Florida Bar No.: 028177

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ARTICLE 7 - CORPORATE CAPITALIZATION

7.1 The maximum number of share that this Corporation is authorized to have outstanding at any time is One Thousand (1,000) shares of common stock, each share having the par value of ONE DOLLAR (\$1.00).

7.2 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Directors may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Directors may deem advisable in connection with such issuance.

7.3 The Board of Directors of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into share of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Directors may deem advisable, subject to such restriction or limitations, if any, as may be set forth in the bylaws of the Corporation.

7.4 The Board of Directors of the Corporation may, by articles supplementary, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

ARTICLE 8 - POWERS OF CORPORATION

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

ARTICLE 9 - TITLE

The Corporation, to the extent permitted by law, shall be entitled to treat that person in whose name any share or right is registered on the books of the corporation as the owner thereto, for all purposes, and shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

ARTICLE 10 - INITIAL REGISTERED OFFICE AND AGENT

The initial address of registered office of this corporation is 750 East Sample Road, Suite 227, Pompano Beach, Florida 33064. The name and address of the registered agent of this corporation is the Michelle M. Rapp , 750 East Sample Road, Building 3, Suite 227, Pompano Beach, Florida 33064.

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ARTICLE 11 - BYLAWS

The Board of Directors of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Directors at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

ARTICLE 12 - AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida. All rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 24th day of February, 1997.

Michelle M. Rapp
Michelle M. Rapp, Incorporator

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**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

Michelle M. Rapp, having a business office identical with the registered office of the corporation name above, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.


Michelle M. Rapp

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