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TO: DIVISION OF CORPORATIONS FAX #: (904)922-4001
FROM: ACE INDUSTRIES, INC. ACCT#: 070744001530
CONTACT: PAM FRIEDMAN
PHONE: (305)358-2571 FAX #: (305)358-7832

NAME: FLORIDA ACADEMY OF MOBILE ENTERTAINMENT, INC
AUDIT NUMBER.....H97000003742
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
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ARTICLES OF INCORPORATION

Article 1: Name of Corporation FLORIDA ACADEMY OF MOBILE ENTERTAINMENT, INC.
Address of Corporation 14100 U.S. HIGHWAY 19 NORTH Suite 136
CLEARWATER, FLORIDA 34624

Article 2: CAPITAL STOCK: The number of shares which the corporation has authorized to be outstanding at any one time is 1,000, with a par value of \$1.00. (PAR VALUE is NOT REQUIRED).

Article 3: REGISTERED OFFICE: ROBBIE SMITH
and 5611 65th TERRACE NORTH
REGISTERED AGENT: PINELLAS PARK, FLORIDA 33781

I am familiar with and hereby accept the duties and responsibilities as registered agent for said corporation

Robbie Smith 3/3/97
Signature of Registered Agent Date

Article 4: The Board of Directors are: (Board of Directors is NOT REQUIRED)
First listed is President. Second is Secretary/Additional Directors.
1. ROBBIE SMITH KIMBERLY A. MIERAS
5611 65th TERRACE NORTH 5611 65th TERRACE NORTH
PINELLAS PARK, FLORIDA 33781 PINELLAS PARK, FL 33781

Article 5: The Name and Address of the INCORPORATOR is:

ROBBIE SMITH
5611 65th TERRACE NORTH
PINELLAS PARK, FLORIDA 33781

In witness whereof I have subscribed my name

Robbie Smith
Signature of Incorporator

ROBBIE SMITH

H97-3742

Prepared by:

ACE INDUSTRIES, INC.
54 NW 11th Street
Miami, FL 33136
305-358-2571