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EMPIRE CORPORATE KIT

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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

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FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: R'U MADD ENTERTAINMENT, INC.

AUDIT NUMBER.....H97000003771

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

CERT. OF STATUS..0

PAGES..... 5

CERT. COPIES.....1

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ARTICLES OF INCORPORATION
OF
R'U MADD ENTERTAINMENT, INC.

ARTICLE I

The name of this Corporation is: R'U Madd Entertainment, Inc. The mailing address of this Corporation is : 1832-A North University Drive, Plantation, Florida 33322.

ARTICLE II
DURATION

This Corporation shall be perpetual existence commencing on the date of the filing of the Articles of Incorporation by the Department of State.

ARTICLE III
PURPOSE

The general purposes for which the Corporation is organized are the following:

A. To engage in and transact any lawful business for which Corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.

B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

ARTICLE IV
SHARES

The aggregate number of shares which the Corporation is authorized to issue is 100

GAIL B. TRENK, ESQUIRE
Florida Bar No: 739928
Suite 308-L, Parkview Building
1876 North University Drive
Plantation, Florida 33322
(954) 370-8777 Broward
(954) 970-9311 Telefax

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shares of common stock. Such shares shall be of a single class and shall have a par value of \$1.00 per share.

ARTICLE V
INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the Corporation is 1832-A North University Drive, Plantation, Florida 33322, and the name of the initial Registered Agent at that address is Gustarves March.

ARTICLE VI
INITIAL BOARD OF DIRECTORS

The Board of Directors of the Corporation shall consist of one (1) member(s). The number of directors may be increased or decreased from time to time in accordance with the bylaws, but shall never be less than one (1).

The name(s) and address(es) of the members of the first Board of Directors are:

GUSTARVES MARCH SR.
1832-A North University Drive
Plantation, Florida 33322
PRESIDENT/TREASURER/DIRECTOR

ARTICLE VII
INCORPORATORS

The name and post office address of the Incorporator is:

GUSTARVES MARCH SR.
1832-A North University Drive
Plantation, Florida 33322

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IN WITNESS WHEREOF, I/We have subscribed my/our name(s) this 4th day of

March, 1997.

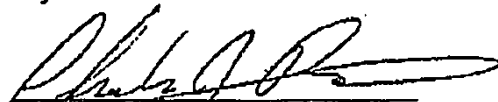

GUSTARVES MARCH SR.

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STATE OF FLORIDA }
 ss:
COUNTY OF BROWARD }

BE IT REMEMBERED that on this day before me, a Notary Public, duly authorized in the State and County named above to take acknowledgments, personally appeared GUSTARVES MARCH SR., to me known to be the person(s) described as the Incorporator in the foregoing Articles of Incorporation, and they acknowledged before me that they executed said Articles of Incorporation.

WITNESS my hand and official seal at Plantation, in said County and State this 4th day of March 1997.


Notary Public, State of Florida

2 Personally known to me

___ Identification Produced.



OFFICIAL SEAL
CHARLES J. PINCUS
My Commission Expires
May 10, 1997
Comm. No. CC 285379

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STATE OF FLORIDA DEPARTMENT OF STATE

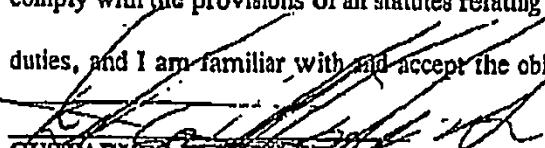
Certificate designating place of Business or Domicile for Service of Process within this State, Naming Agent upon whom process may be served, the following is submitted, in compliance with Chapter 48.091 of the Florida Statutes:

R'U MADD ENTERTAINMENT, INC.,

a Corporation organized under the laws of the State of Florida, with its principle office at 1832-A North University Drive, Plantation, Florida 33322, County of Broward, State of Florida, has named Gustarves March Sr., of 1832-A North University Drive, Plantation, Florida 33322, as Registered Agent for the Corporation to accept service of process within this State.

ACCEPTANCE BY DESIGNATION

I, the undersigned person, having been named as registered agent and to accept service of process for the above-styled Corporation at the place designated in this statement, 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.


GUSTARVES MARCH SR.
Registered Agent for the Corporation

SUBSCRIBED AND ACKNOWLEDGED before me by GUSTARVES MARCH SR.,
on this 4th day of March, 1997.


Notary Public, State of Florida



OFFICIAL SEAL
CHARLES J. PINGUS
My Commission Expires
May 10, 1997
Comm. No. 00 205378

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