LATONA & ISENBERG
ATTORNEYS AT LAW
JOHN LATONA
CERTIFIED MEDIATOR
315 S.E. 7TH STREET, SUITE 301 • FORT LAUDERDALE, FLORIDA 33301
BROWARD: 954-523-6666
FAX: 954-523-5162
WILLIAM S. ISENBERG
ALSO A MEMBER OF MASSACHUSETTS BAR
LINDA D. DANIEL SEAL
ASSOCIATE

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****122.50 ****122.50

March 31, 1997

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 APR -3 AM 10:45

Secretary of State
Department of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: 8th Wonder Entertainment Group, Inc.

To Whom It May Concern:

Please find enclosed the following documents:

1. Articles of Incorporation of 8th Wonder Entertainment Group, Inc.,
2. Check in the amount of $122.50
3. Self-addressed stamped envelope

If you have any questions regarding this matter, please contact me.

Sincerely,

William S. Isenberg

WSI/kad

D. BROWN APR - 4 1997

SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED
97 APR -3 AM 10:46

ARTICLES OF INCORPORATION
OF
8th WONDER ENTERTAINMENT GROUP, INC.
(pursuant to F.S.607.0202 [Laws 1990])

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

ARTICLE I NAME
(F.S.607.0202(1)(a)

The name of the corporation shall be: 8TH WONDER ENTERTAINMENT GROUP, INC.

ARTICLE II PRINCIPAL OFFICE
(F.S.607.0202(1)(b)

The principal place of business and mailing address of this corporation shall be:

1206 N.W. 16th Court, Fort Lauderdale, FL 33311

ARTICLE III CAPITAL STOCK
(F.S.607.0202(1)(c)

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: 100

ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS
(F.S.607.0202(1)(g)

The name and street address of the corporation's initial registered office and the name of corporation's initial registered agent at that office is:

Robert E. Payne, Jr.
1206 N.W. 16th Court
Fort Lauderdale, FL 33311

ARTICLE V INCORPORATOR(S)
(F.S.607.0202(1)(h)

The names and street addresses of the incorporators of these Articles of Incorporation are:

Robert E. Payne, Jr.

1206 N.W. 16th Court
Fort Lauderdale, Florida 33311

Oswald Clarke
1401 N.W. 52nd Avenue
Lauderdale Lakes, Florida 33319

ARTICLE VI INITIAL DIRECTORS
(F.S.607.0202(2)(a)

The names and addresses of the individuals who are to serve as the initial directors are:

Robert E. Payne, Jr.
1206 N.W. 16th Court
Fort Lauderdale, Florida 33311

Oswald Clarke
1401 N.W. 52nd Avenue
Lauderdale Lakes, Florida 33319

The undersigned have executed these Articles of Incorporation this 13 day of March, 1997.

Robert E. Payne / CEO
Signature/Title

Oswald S. Clarke / COO
Signature/Title

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is: 8th Wonder Entertainment Group, Inc.

2. The name and address of the registered agent and office is:

Robert E. Payne, Jr.
(NAME)

1206 N.W. 16th Court
(P.O. BOX NOT ACCEPTABLE)

Fort Lauderdale, FL 33311
(CITY/STATE/ZIP)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 APR -3 AM 10:46

SIGNATURE Robert E. Payne Jr.
(Corporate Officer)

TITLE Chief Executive Officer
DATE 3/13/97

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. (F.S.607.0202(1)(g) and F.S.607.0501(Laws 1992)

SIGNATURE Robert E. Payne Jr.
DATE 3/13/97