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TO: DIVISION OF CORPORATIONS FAX #: (904)922-4001
FROM: KATZ, BARRON, SQUITERO, FAUST & BERMAN, P.A. ACCT#: 072627002473
CONTACT: HOWARD L FRIEDBERG
PHONE: (305)856-2444 FAX #: (305)285-9227

NAME: FAUST ENTERTAINMENT CORP.
AUDIT NUMBER.....H97000008634
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
CERT. OF STATUS..1 PAGES..... 3
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ARTICLES OF INCORPORATION
OF
FAUST ENTERTAINMENT CORP.

ARTICLE I
NAME

The name of the corporation is FAUST ENTERTAINMENT CORP. The mailing address of the corporation shall be 2699 South Bayshore Drive, 7th Floor, Miami, Florida 33133.

ARTICLE II
DURATION

This corporation shall have a perpetual existence commencing upon filing of the Articles of Incorporation with the Secretary of State.

ARTICLE III
PURPOSE

The corporation shall be authorized to engage in and transact any and all lawful business within and without the State of Florida or United States for which corporations may be incorporated under Chapter 607, Florida Statutes, as amended and supplemented.

ARTICLE IV
POWERS

The corporation shall have all of the powers conferred upon corporations organized pursuant to the provisions of Chapter 607, Florida Statutes, as amended and supplemented.

Fax Audit No. H97000008634
This instrument prepared by:
Marc L. Faust, Esq.
Fla. Bar No. 237272
KATZ, BARRON, SQUITERO, FAUST & BERMAN
2699 South Bayshore Drive, 7th floor
Miami, Florida 33133
(305)856-2444

Fax Audit No. H97000008634

ARTICLE V
CAPITAL STOCK

This corporation is authorized to issue 6,000 shares of Ten Cents (.10¢) par value common stock.

ARTICLE VI
INCORPORATOR


The name and address of the person signing these Articles as Incorporator is:

MARC L. FAUST, Esq.
Katz, Barron, Squitiero, Faust & Berman, P.A.
2699 South Bayshore Drive - 7th Floor
Miami, Florida 33133

ARTICLE VII
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 2699 South Bayshore Drive, 7th Floor, Miami, Florida 33133, and the name of the initial registered agent of this corporation at that address is MARC L. FAUST.

IN WITNESS WHEREOF, I have made and subscribed these Articles of Incorporation this 27th day of May, 1997.



MARC L. FAUST, Incorporator

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above corporation at the place designated in the Articles of Incorporation, I hereby accept this appointment of, and designation as, registered agent for service of process within the State of Florida of the proposed corporation named in the Articles of Incorporation hereinabove set forth and do hereby further state that I may be found as registered agent for service of process upon said proposed corporation at the address set forth in Article VII of such Articles.

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IN WITNESS WHEREOF, as said registered agent, I have caused this Statement to be signed on this 27th day of May, 1997.

By: *Marc L. Faust*
MARC L. FAUST

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