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AMB: DATS ENTERTAINMENT, INC.

AUDIT NUMBER.....H97000010027

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SEC. OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 18, 1997

EMPIRE

SUBJECT: DATS ENTERTAINMENT, INC.
REF: W97000014310

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6931.

Backy McKnight
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ARTICLES OF INCORPORATION 97 JUN 24 PM 4:08
OF
DATS ENTERTAINMENT, INC.,
STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED hereby makes, subscribes, acknowledges and files these Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

1. The name of the corporation shall be **DATS ENTERTAINMENT, INC.**
2. The Corporation shall be authorized to conduct any and all activities not inconsistent with the laws of the state of Florida or any other place where it may conduct business.
3. The Corporation, by and through its officers and directors shall have the following powers:
 - a. To enter into contracts for the provision of goods and services with any natural or judicial person and to borrow money and contract debts when necessary for the transaction of its business or for the exercise of its corporate rights, privileges or franchises or for any other lawful purpose of its incorporation; to issue bonds, promissory notes, bills of exchange, debentures and other obligations and evidence of indebtedness payable at a specific time or times, or payable upon the happening of a specified event or events, secured or unsecured, from time to time, for monies borrowed or in payment for property acquired, or for any of the other objects and purposes of the corporation or for any of the objects of its business; to secure the same by mortgage or mortgages, or deed or deeds of trust, or pledge or other lien upon any or all of the property, rights, privileges or franchises of the Corporation, wheresoever situated, acquired or to be acquired; and to confer upon the holders of any debentures, bonds or other evidence of indebtedness of the corporation, secured or unsecured, the right to convert the principal thereof into any preferred or common stock of the Corporation, now or hereafter authorized, upon such terms and conditions as shall be fixed by the Board of Directors; to sell, pledge or otherwise dispose of any or all debentures or other bonds, notes and other obligations in such manner and upon such terms as the Board of Directors may deem advisable.

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Miami, Florida 33131
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- b. To acquire by purchase, subscription, or otherwise and to hold for investment, and to own, hold, sell, vote, and handle shares of stock in other corporations.
 - c. To have one or more offices, conduct its business and promote its objects within and without the State of Florida, in other states, the District of Columbia, the territories, possessions and dependencies of the United States, and in foreign countries, without restriction as to place or amount.
 - d. To rent, lease, purchase or trade such real or personal property as is necessary to effectuate the accomplishment of its corporate purposes.
 - e. To do all and everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objects or the furtherance of any of the powers enumerated in these Articles of Incorporation or any amendment thereto, necessary or incidental to the protection and benefit of the Corporation as principal, agent, director, trustee or otherwise and, in general, either alone or in association with other corporations, firms or individuals to carry on any lawful business necessary or incidental to the accomplishment of the purposes or the attainment of the objects of the Corporation, whether or not such business is similar in nature to the purposes set forth in these Articles of Incorporation or any amendment thereto.
 - f. To perform any other act and to exercise any other power permitted to a corporation under the laws of the State of Florida, without limitation thereupon.
4. The capital stock of this Corporation shall consist of 10,000 shares of common voting stock with a par value of one dollar (\$1.00) per share, fully paid and non-assessable. The whole or any part of the capital stock of the Corporation shall be payable in lawful money of the United States of America, or in property, labor or services at a just valuation to be agreed upon by the Directors. Property or labor may also be purchased with the capital stock of the Corporation at such valuation as may be fixed by the Board of Directors.
5. The amount of capital with which this Corporation shall begin business shall not be less than One Thousand Dollars (\$1,000.00).

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6. The Corporation shall have perpetual existence.
7. The principal office of the corporation shall be located initially at 801 Brickell Avenue, 9th Floor, Miami, Florida 33131, or at such other place as the Board of Directors may choose.
8. The initial number of directors of the Corporation shall be two (2), but that number may be increased or decreased from time to time by a majority vote of the shareholders.
9. The name, title and address of the first director of the Corporation is Raul Alfonso, President, whose address is 801 Brickell Avenue, 9th Floor, Miami, Florida 33131.
10. The name, title and address of the second director of the corporation is Juan Miguel Gonzalez, Vice President, whose address is 801 Brickell Avenue, 9th Floor, Miami, Florida 33131.
11. The name and address of the subscriber to these Articles of Incorporation is Raul Alfonso, whose address is 801 Brickell Avenue, 9th Floor, Miami, Florida 33131.
12. The name and address of the initial Registered Agent for the Corporation is Raul Alfonso, whose address is 801 Brickell Avenue, 9th Floor, Miami, Florida 33131.
13. The following additional provisions for the regulation of the business of the Corporation and for the conduct of its affairs are hereby adopted as a part of these Articles of Incorporation:
 - a. The original subscriber of the Corporation shall have the right upon its organization to assign and deliver his subscription of stock, if any, to any other person or to firms or corporations who may hereafter become subscribers to the capital stock of the Corporation, who upon acceptance of such assignment, shall stand in lieu of the original subscriber and assume and carry out all the rights, liabilities and duties entailed by said subscription, subject to the laws of the State of Florida, and the execution of the necessary instruments of assignment.

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- b. No person shall be required to own, hold or control stock in the Corporation as a condition precedent to holding an office in the Corporation.
- c. No contract or other transaction between the Corporation and any other corporation in the absence of fraud shall be affected or invalidated by the fact that one or more of the Directors of the Corporation is a director or officer of such other corporation, or holds an interest in such other corporation; nor by reason of the fact that one or more of the Directors of the Corporation may have an interest in any contract or transaction with the Corporation and each and every such person who may become a Director of the Corporation is hereby relieved from liability which might otherwise exist from thus contracting with the Corporation for the benefit of himself or any firm, association, or corporation in which he may be otherwise interested. Any Director may vote upon any contract or other transaction between the Corporation and any subsidiary or controlled Corporation without regard to the fact that he is also a director of such subsidiary or controlled corporation.
- d. The shareholders of the Corporation, by majority vote, shall have the power to amend, alter, change or repeal any provision of these Articles of Incorporation in form or substance at any properly announced meeting of the shareholders.

IN WITNESS THEREOF, the undersigned has made and subscribed these Articles of Incorporation at Miami, Dade County, Florida for uses and purposes aforesaid this 19th day of June, 1997.



RAUL ALFONSO
Incorporator

Steven R. Simon, Esq.
FL Bar No. 801808
One S.E. Third Avenue, Suite 2110
Miami, Florida 33131
(305) 358-6033

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STATE OF FLORIDA)


COUNTY OF DADE)

I, Lourdes Cuenca the undersigned authority, do hereby certify that on this the 19th day of June, 1997, personally appeared before me RAUL ALFONSO, who being by me first duly sworn, declared that he is the person who signed the foregoing document as Incorporator, and that the statements therein contained are true.

WITNESS MY HAND AND OFFICIAL SEAL this the 19th day of June, 1997.

My commission expires:




Notary Public in and for
the State of Florida

Steven R. Simon, Esq.
FL Bar No. 501808
One S.E. Third Avenue, Suite 2110
Miami, Florida 33131
(305) 358-4033

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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.

First that DATS ENTERTAINMENT, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation has named RAUL ALFONSO, located at 801 Brickell Avenue, 9th Floor, Miami, Florida 33131, County of Dade, State of Florida as its agent to accept service of process within this State.

Pursuant to the provisions of section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, the Corporation's principal office and registered office address is 801 Brickell Avenue, 9th Floor, Miami, Florida 33131, County of Dade.

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.


RAUL ALFONSO
Registered Agent

Steven R. Simon, Esq.
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One S.E. Third Avenue, Suite 2110
Miami, Florida 33131
(305) 358-6033

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