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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: ACE INDUSTRIES, INC.
CONTACT: PAM FRIEDMAN
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NAME: MIDAS ENTERTAINMENT GROUP, INC.
AUDIT NUMBER.....H97000012181
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
CERT. OF STATUS..0
CERT. COPIES.....1
PAGES..... 1
DEL.METHOD.. FAX
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ARTICLES OF INCORPORATION

Article 1: Name of Corporation MIDAS ENTERTAINMENT GROUP, INC.
Address of Corporation 12555 BISCAYNE BOULEVARD SUITE 888
NORTH MIAMI, FLORIDA 33181

Article 2: CAPITAL STOCK: The number of shares which the corporation has authorized to be outstanding at any one time is 100, with a par value of \$0.0001. (PAR VALUE is NOT REQUIRED).

Article 3: REGISTERED AGENT KENNETH J. COHEN
and 1191 NORTHWEST 100th WAY
REGISTERED OFFICE: PLANTATION, FLORIDA 33322

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

[Signature] 7/24/97
Signature of Registered Agent Date

Article 4: The Board of Directors are: (Board of Directors is NOT REQUIRED)
First listed is President. Second is Vice-President. Then, sec/treasurer
1. KENNETH J. COHEN NICOLE M. MAZZA
1191 NORTHWEST 100th WAY 5025 COLLINS AVENUE
PLANTATION, FLORIDA 33322 MIAMI BEACH, FLORIDA 33141

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

KENNETH J. COHEN
1191 NORTHWEST 100th WAY
PLANTATION, FLORIDA 33322

In witness whereof I have subscribed my name [Signature]
Signature of Incorporator

KENNETH J. COHEN

H97-12181
Prepared by:

ace INDUSTRIES, INC.
84 NW 11th Street
Miami, FL 33136
305-358-2571

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