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NAME: IBC ENTERTAINMENT GROUP, INC.

AUDIT NUMBER.....H97000013258

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

CERT. OF STATUS..0

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ARTICLES OF INCORPORATION  
OF  
IBC ENTERTAINMENT GROUP, INC.

The undersigned adopts the following Articles of Incorporation to form a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation shall be IBC Entertainment Group, Inc.

ARTICLE II - COMMENCEMENT & DURATION

The corporation shall commence its existence on August 13, 1997 and shall exist perpetually unless sooner dissolved according to law.

ARTICLE III - ADDRESS

The mailing address of the corporation is 13800 SW 8 St., Suite 386, Miami FL 33184.

ARTICLE IV - STATED CAPITAL

The corporation is authorized to issue the following capital stock:

<u>No. Shares</u>	<u>Classification</u>	<u>Par Value</u>
1,000	Common	\$1.00

Subject to applicable Florida statutes, every Shareholder, upon the sale of any new stock of the corporation of the same kind, class or series as he or she already holds, shall have the right to purchase his or her pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

Prepared by:  
Ann Fisher, P.A.  
1514 Zuleta Ave.  
Coral Gables FL 33146  
305-665-5944  
Fla Bar No: 0328227

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**ARTICLE V - REGISTERED AGENT**

The name and address of the Registered Agent of the corporation is Antonio P. Ibay, 14238 SW 45 St., Miami FL 33175.

**ARTICLE VI - INCORPORATOR**

The name and address of the incorporator of the corporation is Antonio P. Ibay, 14238 SW 45 St., Miami FL 33175.

**ARTICLE VII - BOARD OF DIRECTORS**

The corporation shall have five directors initially. The number of directors may be increased or decreased from time to time thereafter according to the bylaws of the corporation but shall never be less than one. The names and street addresses of the initial directors of this corporation are:

Antonio P. Ibay  
14238 SW 45 St.  
Miami FL 33175

Emmanuel R. Cruz  
16 Royal Palm Way #105  
Boca Raton FL 33432

Maria Rosario M. Barrameda  
6444 La Costa Dr. Apt. 204  
Boca Raton FL 33433

Virginia F. Absin  
3357 Confetti Lane  
Margate FL 33063

Jose Vivien Lee Absin  
3357 Confetti Lane  
Margate FL 33063

**ARTICLE VIII - SHAREHOLDER PROPERTY**

Private property of the shareholders shall not be subject to the payment of the corporation's debts. The corporation shall have a first lien on the shares of its shareholders and upon the dividends due them for any indebtedness of the shareholders to the corporation.

**ARTICLE IX - AMENDMENTS TO ARTICLES**

The Directors shall have the power to amend or repeal these Articles of Incorporation with not less than a two-thirds vote of the common stock.

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IN WITNESS WHEREOF, the undersigned Incorporator executes these Articles of  
Incorporation this 12 day of August, 19 97

  
Incorporator

**ACCEPTANCE BY REGISTERED AGENT**

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.

  
Registered Agent

Date: 8/12/97

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