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((H97000015970 1))

TO: DIVISION OF CORPORATIONS

FAX #: (850) 922-4001

FROM: FILINGS, INC.

ACCT#: 072720000101

CONTACT: TERESA ROMAN PHONE: (904) 385-6735
(904) 561-1025

FAX #:

NAME: TOCAR ENTERTAINMENT, INC. AUDIT NUMBER.....H97000015970 DOC
TYPE.....FLORIDA PROFIT CORPORATION OR P.A. CERT. OF STATUS...
PAGES..... 3 CERT. COPIES.....
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AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

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**ARTICLES OF INCORPORATION
OF
TOCAR ENTERTAINMENT, INC.**

ARTICLE I

The name of this corporation is:

TOCAR ENTERTAINMENT, INC.

ARTICLE II

The corporation may engage in or transact in any or all activity or business permitted under the laws of the United States and of the State of Florida. The specific purpose for which the corporation is formed is to provide entertainment services.

ARTICLE III

The corporation is authorized to issue and have outstanding at any one time an aggregate number of 500 shares of one class of common stock having a par value of One Dollars (\$1.00) per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

ARTICLE IV

INITIAL BOARD OF DIRECTORS

The number of directors constituting the initial Board of Directors of the corporation shall be not less than one (1) and subject to increase or decrease in number by the Board of Directors from time to time.

Prepared by:
Steven M. Pena, Esquire
POLLOCK AND PENA, P.A.
Suite 515/7700 N. Kendall Drive
Miami, Florida 33156
FLORIDA BAR NO. 739758
305-578-3450

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ARTICLE V

The names and addresses of the members of the initial Board of Directors at this time are:

| | |
|--|--|
| Anthony Jackowitz, Pres./ Treas/Director | 7600 N. W. 18th Lane Hialeah, Florida 33014 |
| Carlos Salman, Vice-Pres./ Secretary/Director | 2277 N. W. 82nd Avenue Miami, Florida 33122 |

ARTICLE VI

PRINCIPAL OFFICE, INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The corporation's initial Registered Agent, Principal Office Address and Registered Office in the State of Florida is:

| | |
|-------------------------|---|
| Steven M. Pena, Esquire | 7700 North Kendall Drive Suite 515 Miami, Fl. 33156 |
|-------------------------|---|

ACKNOWLEDGMENT AND CONSENT OF REGISTERED AGENT

Having been named initial Registered Agent to accept service of process on the corporation at the Initial Registered Office designated in these Articles of Incorporation, I hereby accept such status and consent to act in this capacity and agree to comply with all the requirements of law pertaining thereto.



Steven M. Pena

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ARTICLE VII
INCORPORATION

The name and address of the Incorporator executing these Articles of Incorporation is:

Steven M. Pena

7700 North Kendall Drive
Suite 515
Miami, Fl. 33156

ARTICLE VIII

This corporation shall begin its existence as of the date of filing.


Steven M. Pena, Incorporator

STATE OF FLORIDA
COUNTY OF DADE

The foregoing instrument was acknowledged before me this 22nd day of September, 1997.


Notary Public
State of Florida

My commission expires:



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