10/06/97 FLORIDA DIVISION OF CORPORATIONS

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TO: DIVISION OF CORPORATIONS

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FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT PHONE: (305) 541-3694

FAX #: (305)541-3770

NAME: PREMEDITATED ENTERTAINMENT, INC.

AUDIT NUMBER...... H97000016619

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

CERT. OF STATUS...0

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ARTICLES OF INCORPORATION OF PREMEDITATED ENTERTAINMENT, INC.

ARTICLE I - NAME

The name of this corporation is PREMEDITATED ENTERTAINMENT, INC.

ARTICLE II - PURPOSE

The corporation shall be authorized to transact all legal business of any nature.

ARTICLE III - CAPITAL STOCK

The capital stock authorized, the par value thereof, and the class of such stock shall be as follows:

Number of Shares Authorized	Par Valuo Per Share \$1.00	Class of Stock Common
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ARTICLE IV - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for each of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his protest share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal and mailing office of this corporation is:

Fieldstone Lester & Shear 200 South Biscayne Boulevard Suite 2100 Miami, Florida 33131

Prepared By: Paul A. Lester Fieldstone Lester & Shear 200 South Biscayne Blvd. Suite 2100 Miami, FL 33131 (305) 982-4555 97 OCT -7 AM II: 20 SEPTIMENT OF STATE TALLAHASSEE, FLORIDA

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and the name and address of the initial registered agent of this corporation is:

Name

Address

Paul A. Lester

Fieldstone Lester & Shear

200 S. Biscayne Blvd, Suite 2100

Miami, I'L 33131

ARTICLE VI - COMMENCEMENT

This corporation shall commence on the date on which these Articles are filed with the Secretary of State.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one. The names and addresses of the initial directors of this corporation are:

Name

Address

Johnny Green

c/o Fieldstone Lester & Shear 200 South Biscayna Boulcvard

Suite 2100

Miami, Florida 33131

ARTICLE VIII - INCORPORATOR

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

Namo

Address

Johnny Green

c/o Fieldstone Lester & Shear 200 South Bisesyne Boulevard

Suite 2100

Miemi, Florida 33131

ARTICLE IX - BY-LAWS

The power to alter, armend or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

ARTICLE X - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the fullest extent permitted by law.

ARTICLE XI - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 52 day of October, 1997.

Johnny Green Incorporator//

STATE OF FLORIDA)

SS.

COUNTY OF DADE)

THE FOREGOING INSTRUMENT was acknowledged before me this <u>S</u> day of October, 1997 by Johnny Green, who is personally known to me or produced ______ as identification.

Notarial Stamp:

OFFICE OFFI

Notary Public, State of Florida

H97000016619 CERTIFICATE OF DESIGNATION REGISTERED AGENT/REGISTERED OFFICE

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.

- The name of the corporation is: PREMEDITATED ENTERTAINMENT, INC. 1.
- 2. The name and address of the registered agent and office is:

Paul A. Lester, Lisq. Fleidstone Lester & Shear 200 S. Biscayno Boulevard Suite 2100 Miami, Florida 33131

Johany Green

Title: Incorporator

Date: October 541997.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CURTIFICATE, 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.

Date: October 6. 1997.

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