

PA 7000100328

November 20, 1997

STATE OF FLORIDA
Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

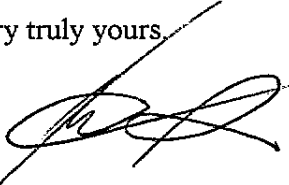
RE: **NOBI ENTERTAINMENT INC.**
New Corporations

Dear Sir/Madam:

Enclosed please find the original and two (2) copies of the Articles of Incorporation of NOBI Entertainment INC., along with our check in the amount of \$122.50 representing the filing fee for a new corporation.

Should you have any questions or comments, please do not hesitate to call. As always, your attention and cooperation are greatly appreciated.

Very truly yours,



ANDRES PICCIONE

1951 CORAL GATE DR.
MIAMI FL. 33145
(305)444-1134

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*Done
11/24/97*

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I/WE, the undersigned natural person competent to contract acting as incorporator of corporation under the General Corporation Law of the State of Florida, make subscribe, acknowledge and file the following Articles of Incorporation for such corporation.

ARTICLE I

NAME

The name of the corporation is:

NOBI ENTERTAINMENT, INC.

ARTICLE II

GENERAL NATURE OF BUSINESS

The general nature of the business to be transacted is:

To engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III

CAPITAL STOCK

The amount of authorized capital stock is One Hundred Dollars (\$100.00), consisting of one hundred (100) shares of common stock, having a par value of One Dollar (\$1.00), per share.

ARTICLE IV

PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this Corporation of any kind, class or series, shall have the preemptive right to purchase his prorata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered.

ARTICLE V

INITIAL CAPITAL

The amount of capital with which the corporation will begin business shall not be less than Five Hundred Dollars (\$500.00).

ARTICLE VI

CORPORATE EXISTENCE

The corporation is to have perpetual existence.

ARTICLE VII

PRINCIPAL OFFICE

The street address of the principal office of the corporation in the State of Florida is:

1951 CORAL GATE DRIVE
MIAMI FLA. 33145

ARTICLE VIII

NUMBER OF DIRECTORS

The number of directors of the corporation shall be set from time to time by the by-laws, but shall be at least one (1).

ARTICLE IX

FIRST BOARD OF DIRECTORS

The names and street addresses of the members of the first board of directors of the corporation are as follows:

ANDRES PICCIONE
1951 CORAL GATE DRIVE
MIAMI FLA. 33145

ARTICLE X

SUBSCRIBERS

The name and street address of each subscriber of these Articles of Incorporation is:

ANDRES PICCIONE
1951 CORAL GATE DRIVE
MIAMI FLA. 33145

ARTICLE XI

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is City of Miami, County of Dade, State of Florida, and the name of the initial registered agent of this Corporation at that address is:

ANDRES PICCIONE
1951 CORAL GATE DRIVE
MIAMI FLA. 33145

ARTICLE XII

INDEMNIFICATION

To the full extent permitted by law, the corporation shall indemnify each person made or threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (including one in the right of the corporation to procure a judgment in its favor) by reason of the fact that he, or his testator or intestate, is or was a director, officer, employee or agent of the corporation or served any other corporation, partnership, joint venture, trust or other enterprise in any capacity, at the request of the corporation.

IN WITNESS WHEREOF, I/WE do make and subscribe these Articles of Incorporation this 19 day of November, 1997.



ANDRES PICCIONE

STATE OF FLORIDA)
COUNTY OF DADE)

I HEREBY CERTIFY that on this day before me, an officer duly authorized in the State of Florida to take acknowledgments, personally appeared ANDRES PICCIONE, to me known to be the person(s) described in and who executed the foregoing instrument, who is personally known to me and she acknowledged before me that she executed the same.

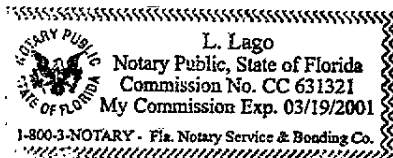
WITNESS my hand and official seal in the County and State last aforesaid this 19 day of November, 1997.



NOTARY PUBLIC, State of Florida

L. Lago

Printed Notary Signature



ACKNOWLEDGMENT BY REGISTERED AGENT

Having been named to accept service of process for the above stated Corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By _____

ANDRÉS PICCIONE

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA