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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

EFFECTIVE DATE
1-25-98

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: PHANTOM ENTERTAINMENT, INC.

AUDIT NUMBER.....H98000001923

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

CERT. OF STATUS..0

PAGES..... (5)

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ARTICLES OF INCORPORATION
OF
PHANTOM ENTERTAINMENT, INC.

ARTICLE I - NAME

The name of the corporation is: **PHANTOM ENTERTAINMENT, INC.**

ARTICLE II - DURATION

This corporation shall be perpetual commencing the date of execution and acknowledgment of these Articles.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business, including but not limited to:

- a. Any and all lawful business.
- b. Pursue its purposes and business in any and all locations foreign and domestic.
- c. Acquire, own, hold, develop, deal in and with, maintain and operate, unlimitedly, such real and personal property of every kind and description within and without the State of Florida.
- d. Buy and sell real and personal property of any nature whatsoever.
- e. Convey, sell, assign, transfer, lease, mortgage, pledge, exchange or otherwise deal with any property.
- f. Import and export wares, goods and merchandise of any nature whatsoever.
- g. Carry on all or any of the business of manufacturers, producers, fabricators, processors, distributors, purchasers and sellers of products and supplies of every kind, character and nature.
- h. Purchase, hold, sell, transfer or deal in any manner with or in stocks, bonds, obligations, securities or interests of its own or of any other person, firm or corporation.

This document prepared by/
Record and Return to:
L. GREGORY LOOMAR, ESQUIRE
2875 South University Drive
Davie, Florida 33328
Telephone: (954) 423-9244
Florida Bar No: 932698

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i. Pay cash or issue capital stock, debentures, bonds, mortgages, or other obligations of the corporation for any acquisition by the corporation and for any other lawful purpose.

j. Engage in the acquisition, ownership, sale, distribution and licensing of patents, improvements and franchises, trademarks and trade names, and to operate thereunder.

k. Enter into, make and perform contracts of every kind and description with any person, firm or association, corporation and body politic conducive to the attainment of any of the objects or purposes of the corporation.

l. Enter into any and all types of agreements relating to financing, factoring and guarantees and to guarantee or secure, in any way, the debts or obligations of any other persons, firms and/or corporations.

m. Guarantee performance by any other person and/or entity.

In general, this corporation may, without restriction, perform any and all acts and functions permitted by law.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 100 shares of common stock at ONE DOLLAR (\$1.00) par value common stock.

ARTICLE V - PRINCIPAL PLACE OF BUSINESS

The principal place of business for PHANTOM ENTERTAINMENT, INC. is: 14255 Southwest 57th Lane Suite 8, Miami, Florida 33183.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of this corporation is:

L. GREGORY LOOMAR, ESQUIRE
1152 North University Drive
Pembroke Pines, Florida 33024
Telephone (954) 433-2345

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ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have TWO (2) director initially. The number of directors may be increased from time to time by the by-laws but shall never be less than one (1). The name(s) and address(es) of the director(s) of this corporation are:

NAME

ADDRESS

Max Colastin

14255 Southwest 57th Lane Suite 8
Miami, Florida 33183

Stephen M. Lezcano

7619 Fairway Boulevard
Miramar, Florida 33023

ARTICLE VIII - INCORPORATOR

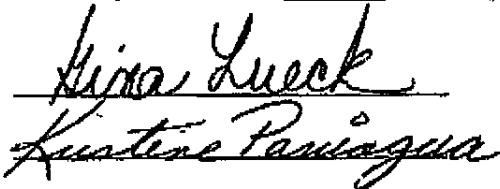
The name and address of the person signing these articles is:

L. Gregory Loomar, Esquire
1152 North University Drive
Pembroke Pines, Florida, 33024

ARTICLE IX - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, 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 25th day of JANUARY, 19 98.


Kirstine Paraguar


L. GREGORY LOOMAR, ESQUIRE

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STATE OF FLORIDA
COUNTY OF BROWARD }

The foregoing Articles of Incorporation were acknowledged before me this 28
day of January, 1998, by L. GREGORY LOOMAR, who is
personally known to me and who did take an oath.


NOTARY PUBLIC - STATE OF FL
My Commission Expires: _____
My Commission Number: _____

**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED**



In pursuance with Chapter 48.091 of the Florida Statutes, the following is
submitted in compliance with said Act:

FIRST; That **PHANTOM ENTERTAINMENT, INC.**, desiring to organize under
the laws of the State of Florida, with its registered office as indicated in the Articles of
Incorporation, in the City of Miami, Dade County, State of Florida, has named **L.
GREGORY LOOMAR, ESQUIRE** 1152 North University Drive, Pembroke Pines, Florida
33024 as its registered agent to accept service of process within the State.

ACKNOWLEDGMENT

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


**L. GREGORY LOOMAR, ESQUIRE
REGISTERED AGENT**

corporate docs

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