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98 FEB - 2 PM 2:24

CORRESPONDING OFFICE

One Gateway Center
Suite 2600
Newark, New Jersey 07102

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

January 29, 1998

TRANSMITTAL LETTER

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

600002418736--5

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*****70.00 *****70.00

SUBJECT: Mody Entertainment, Inc.


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-02/02/98--01084--009

*****70.00 *****70.00

Kindly find enclosed the original Articles of Incorporation for Mody Entertainment, Inc. along with a check in the amount of \$70.00 for filing fee and designation of registered agent. Also enclosed is a photocopy of the Articles of Incorporation, please return this to my office along with the filing date stamped on it.

Thank you,


MICHAEL I. SANTUCCI, ESQ.

FEB - 3 1998

Michael I. Santucci, Esq.
2455 East Sunrise Blvd., Suite 410
Fort Lauderdale, FL 33304
Telephone: (954) 561-0001
Florida Bar No. 0105260

ARTICLES OF INCORPORATION

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following

Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be: **Mody Entertainment, Inc.**

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

Post Office Box 24824
Fort Lauderdale, FL 33307-4824
N-A

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

One Hundred (100) Shares

ARTICLE IV PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights.

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ARTICLE V RESTRICTIONS ON TRANSFER OF SHARES

No shares shall be issued or transferred without the express approval of the board of directors.

ARTICLE VI OFFICERS

The initial officers shall be as follows, and shall serve until the first meeting of the board of directors or until their successors are elected and qualified:

The name and address of the initial president shall be:

Christian P. Mody
1641 N.W. 100th Way
Fort Lauderdale, FL 33322

ARTICLE VII BOARD OF DIRECTORS

The number of directors constituting the initial board of directors shall be one (1), and the names and addresses of the persons who are to serve as directors until the first annual meeting of the shareholders or until their successors are elected and qualified are:

Christian P. Mody
1641 N.W. 100th Way
Fort Lauderdale, FL 33322

ARTICLE VIII INITIAL REGISTERED AGENT/ADDRESS

The name and address of the initial registered agent is:

Michael I. Santucci, Esq.
2455 East Sunrise Boulevard
Suite 410
Fort Lauderdale, FL 33304

ARTICLE IX INCORPORATOR

The name and street address of the incorporator to these Articles of

Incorporation is:

Christian P. Mody
1641 N.W. 100th Way
Fort Lauderdale, FL 33322

The undersigned incorporator has executed these Articles of Incorporation

this 29th day of JANUARY, 1998.

1/29/98
DATE


CHRISTIAN P. MODY

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT

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PURSUANT TO FL. STAT. 607.0501, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED AGENT, IN THE STATE OF FLORIDA.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The name of the corporation is **Mody Entertainment, Inc.**
2. The name and address of the registered agent is:

Michael I. Santucci, Esq.
2455 East Sunrise Boulevard
Suite 410
Fort Lauderdale, FL 33304

HAVING BEEN NAMED AS REGISTERED AGENT 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.

1/29/98
DATE


MICHAEL I. SANTUCCI, ESQ.

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