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FILED  
98 FEB -9 AM 8:35  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

February 3, 1998

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

Dear Sir/Madam:

Enclosed, please find Articles of Incorporation for MASSIVE ENTERTAINMENT, INC., corporation along with a check in the amount of \$131.25 for the filing fee, certified copy and Certification of Incorporation.

Also, enclosed is a photocopy of the Articles. Please return this to me with the filing date stamped on it.

Sincerely,

Donald M. Robinson Esquire

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-02/09/98-01082--001  
\*\*\*131.25 \*\*\*131.25

DMR:lb

Enclosures

Sonja GAVE  
AUTHORIZATION BY PHONE TO  
CORRECT Corp Name  
DATE 2-10-98  
DOC. EXAM. YAM

2-13-98  
YAM

**FILED**  
98 FEB -9 AM 8:35  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
MASSIVE ENTERTAINMENT, INC.

The undersigned, acting as the incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I - NAME

The name of the corporation is MASSIVE ENTERTAINMENT, INC.

ARTICLE II - TERM OF EXISTENCE

The period of duration of the corporation is perpetual.

ARTICLE III - NATURE OF BUSINESS

1. This corporation is organized for the purpose of engaging in any activity or business permitted under the laws of the United States and the State of Florida.

2. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE IV - AUTHORIZED SHARES

The aggregate number of shares that the corporation shall have the authority to issue is 1,000 shares of capital stock for the par value of \$1.00 per share.

PAUL E. HAGINS, SR.            1,000 shares            9439 San Jose Boulevard  
#146  
Jacksonville, FL 32257

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The principal place of business of the corporation is

located in Duval County, Florida, and the address is 9439 San Jose Boulevard, #146, Jacksonville, Florida 32257. The name of the initial registered is PAUL E. HAGINS, Sr. 9439 San Jose Boulevard, #146, Jacksonville, Florida 32257.

#### ARTICLE VI - DIRECTORS

The initial Board of Directors shall consist of one member. Members need not be residents of the State of Florida or shareholders of the corporation.

#### ARTICLE VII - INITIAL DIRECTOR

This corporation shall have one director initially. The number shall be fixed by the bylaws and may be changed from time to time. The names and addresses of the person who shall serve as Director until the first annual meeting of the shareholders, or until their successors shall have been elected and qualified, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
PAUL E. HAGINS, SR.	9439 San Jose Boulevard #146 Jacksonville, Florida 32257

#### ARTICLE VIII - INCORPORATORS

The names and addresses of the initial incorporator is as follows:

<u>NAME</u>	<u>ADDRESS</u>
PAUL E. HAGINS, SR.	9439 San Jose Boulevard #146 Jacksonville, Florida 32257

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation at Jacksonville, Duval County, Florida, on this 2nd day of February, 1998.

Paul E. Hagins, Sr.  
PAUL E. HAGINS, SR.

STATE OF FLORIDA        )  
                                  ) ss  
COUNTY OF DUVAL        )

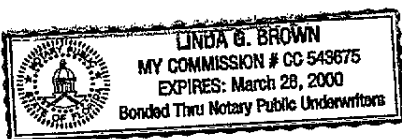
Before me, the undersigned authority, personally appeared PAUL E. HAGINS, SR. is whom after first being duly sworn, deposed and states he is the person described in the foregoing Articles of Incorporation, and he did freely and voluntarily acknowledge before me according to the law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Jacksonville, Duval County, Florida, this 2nd day of February, 1998.

Linda G. Brown  
NOTARY PUBLIC, State of Florida

My Commission Expires:

*Abstract produced with  
Va. Driver's license*



ACCEPTANCE OF REGISTERED AGENT

The undersigned hereby accepts his designation as Registered Agent for MASSIVE ENTERTAINMENT, INC.

*Paul E. Hagins, Sr.*  
PAUL E. HAGINS, SR.

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