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SUITE 500
14 EAST WASHINGTON STREET
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February 23, 1998

Florida Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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-03/16/98--01078--005
****122.50 ****122.50

Re: MFP Entertainment, Inc.

Dear Sir/Madam:

Enclosed please find the following:

1. Original and one copy of Articles of Incorporation in the name of the above-referenced corporation;
2. Our firm check in the amount of \$122.50 representing the filing fee for the Articles (\$35.00); the filing fee for the Designation of Registered Agent (\$35.00); and the fee for a certified copy of the Articles to be returned to our firm (\$52.50).

Please file the enclosed documents and return the certified copy of the Articles to my attention as soon as possible. If you have any questions please contact the undersigned.

Sincerely,



Robert W. Anthony

RWA/wv

Enclosures

cc: Christopher Pratt

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FILED
98 MAR 16 AM 8:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

QN 3-17-98

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

FILED
98 MAR 16 AM 8:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME OF CORPORATION

The name of this corporation shall be MFP ENTERTAINMENT, INC.

ARTICLE II - DURATION

This corporation shall exist perpetually.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business purposes.

ARTICLE IV - CAPITAL STOCK

A. The maximum number of shares of capital stock that this corporation is authorized to issue and have outstanding at any one time is 1000 shares of common stock having a par value of \$1.00 per share, which may be fractional shares.

B. All or any portion of the capital stock may be issued in payment for real or personal property, services, or any other right or thing having a value, in the judgment of the Board of Directors, at least equivalent to the full value of the stock so to be issued as hereinabove set forth, and when so issued shall become and be fully paid and non-assessable, the same as though paid for in cash; and the directors shall be the sole judges of

the value of any property, right or thing acquired in exchange for capital stock, and their judgment of such value shall be conclusive.

C. Notwithstanding the foregoing, the corporation shall have the right to increase its capital stock either with or without par value, and to provide in the event of such increase the designations, preferences, voting powers or restrictions, or qualification of voting powers, of such additional stock, in an amendment to its Certificate of Incorporation.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation shall be 7325 Gatehouse Circle, Apartment 114, Orlando, FL 32807.

The name of the initial registered agent of this corporation at that address shall be Christopher Pratt.

ARTICLE VI - INITIAL PRINCIPAL OFFICE

The corporation's principal office shall be 7325 Gatehouse Circle, Apartment 114, Orlando, FL 32807.

ARTICLE VII - INITIAL DIRECTORS AND OFFICERS

The name and street address of the initial member of the Board of Directors and Officers, to hold office for the first year in existence of this corporation or until his successors are elected or appointed and have qualified are:

<u>Name</u>	<u>Street Address</u>	<u>Office</u>
Christopher Pratt	7325 Gatehouse Circle Apartment 114 Orlando, FL 32807	President/Secretary Treasurer/Director
Jefferson Kirk	9229 Foremast Ave. #4822 Port Richey, FL 34668	Vice President/ Director

ARTICLE VIII - INCORPORATOR

The following is the name and street address of the incorporator to these Articles of Incorporation:

<u>Name</u>	<u>Street Address</u>
Christopher Pratt	7325 Gatehouse Circle Apartment 114 Orlando, FL 32807


ARTICLE IX - BY-LAWS

The shareholders of this corporation shall have the sole power to establish, enact, alter or repeal By-Laws for the management of this corporation, and the duties of the officers of this corporation shall be prescribed by such By-Laws. In addition such By-Laws may include, by unanimous decision of all the shareholders, any regulatory or restrictive provisions regarding the sale, transfer, or other disposition of any of the outstanding shares of stock of this corporation by any of its shareholders, or in the event of the death of any of its shareholders.

ARTICLE X - Amendment

These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 11 day of ~~February~~ ^{March}, 1998.




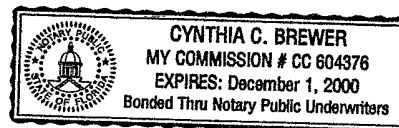
Christopher Pratt (SEAL)

STATE OF FLORIDA
COUNTY OF ORANGE

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized to take acknowledgments in the State and County aforesaid, personally appeared Christopher Pratt, to me known to be the person described as the incorporator in and who executed the foregoing Articles of Incorporation, and Christopher Pratt acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State last aforesaid this 11th day of ~~February~~ ^{March}, 1998.


Notary Public
Name: Cynthia C. Brewer



**CERTIFICATE DESIGNATING PLACE OF REGISTERED OFFICE
FOR SERVICE OF PROCESS WITHIN THIS STATE,
NAMING REGISTERED AGENT UPON WHICH
PROCESS MAY BE SERVED**

PURSUANT to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

THAT, MFP ENTERTAINMENT, INC., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at 7325 Gatehouse Circle, Apt. 114, in the City of Orlando, County of Orange, State of Florida, has named as its Registered Agent CHRISTOPHER PRATT in the City of Orlando, County of Orange, State of Florida, to accept service of process within this 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.



CHRISTOPHER PRATT

FILED
98 MAR 16 AM 8:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA