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FLORIDA DIVISION OF CORPORATIONS

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TO: DIVISION OF CORPORATIONS

FAX #: (850) 922 4001

FROM: HELLER CAPITAL, INC.
CONTACT: MICHAEL HELLER
PHONE: (954) 475-8484

ACCT#: 105114002375

FAX #: (954) 475-1125

NAME: BLACK FACE ENTERTAINMENT, INC.
AUDIT NUMBER.....H98000005218
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
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ARTICLES OF INCORPORATION
OF
Black Face Entertainment, Inc.,
a Florida corporation

The undersigned, acting as incorporator of Black Face Entertainment, Inc., under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of this Florida corporation is:

Black Face Entertainment, Inc.

ARTICLE II. ADDRESS

The corporation's mailing address is:

2430 SW 87 Terrace
Miramar, FL 33025

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ARTICLE III. COMMENCEMENT OF EXISTENCE

The existence of the corporation shall begin effective March 17th, 1998.

Heller Capital, Inc.
1214 N. University Drive
Plantation, Florida 33322
(954) 475-8484

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ARTICLE IV. PURPOSE

The corporation is organized to engage in any activity or business permitted under the laws of the United States and Florida.

ARTICLE V. AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is 10,000 shares of common stock having a par value of \$.01 per share.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 11900 Biscayne Blvd., #504, Miami, FL 33181 and the name of the corporation's initial registered agent at that address is Andy Treusch.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The corporation shall be managed by a Board of Directors consisting of no less than 1 director(s). The number of directors may be either increased or diminished from time to time, as provided in the bylaws, but shall never be less than 1. The name(s) of the initial director(s):

Name

Jeffrey W. Mitchell
Lisa Bryant

Heller Capital, Inc.
1214 N. University Drive
Plantation, Florida 33322
(954) 475-8484

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ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator is:

Heller Capital, Inc.
1214 N. University Drive
Plantation, FL 33322


The incorporator of the corporation assigns to this corporation his/her rights under Section 607.0201, Florida Statutes, to constitute a corporation, and he/she assigns to those persons designated by the board of directors any rights he/she may have as incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

ARTICLE IX. AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation.

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed these Articles of Incorporation this 17th day of March, 1998

Heller Capital, Inc.:

By: 
Michael Gorsen

Heller Capital, Inc.
1214 N. University Drive
Plantation, Florida 33322
(954) 475-8484

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

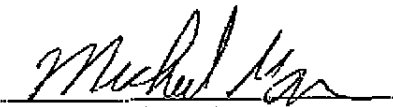
Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

That Black Face Entertainment, Inc., desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Articles of Incorporation, at 11900 Biscayne Blvd., #504, Miami, FL 33181, has named Andy Treusch, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the corporation named above, at the place designated in this certificate, I agree to act in that capacity, to comply with the provisions of the Florida Business Corporation Act, and am familiar with, and accept, the obligations of that position.

Andy Treusch
11900 Biscayne Blvd., #504, Miami, FL 33181


Michael Gorsen, Attorney In Fact
Andy Treusch
Date: March, 17th 1998

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