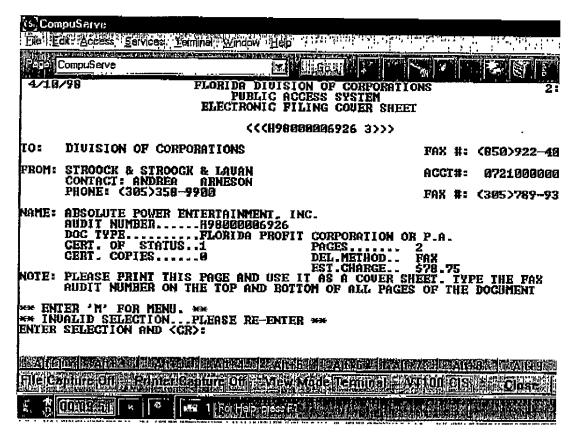
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ARTICLES OF INCORPORATION

OF

ABSOLUTE POWER ENTERTAINMENT, INC.

ARTICLE I. CORPORATE NAME.

The name of this corporation is Absolute Power Entertainment, Inc.

ARTICLE II. PRINCIPAL OFFICE.

The principal place of business and mailing address of this corporation are 10190 SW 114 Terrace, Miami, Florida 33176.

ARTICLE IIL CAPITAL STOCK.

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000.

ARTICLE IV. INITIAL REGISTERED AGENT AND OFFICE.

The name and address of the initial registered agent are Anthony Box, 16th NW 42nd Terrace Plantation FL 33317.

ARTICLE V. INCORPORATORS.

The names and street addresses of the incorporators to these articles of incorporation are K. AMADEUS EBERHARDT at 10190 SW 114 Terrace, Miami, Florida 33176 and RICH SANCHEZ at 10190 SW 114 Terrace, Miami, Florida 33176..

ARTICLE VI. OFFICERS

The names and addresses of the initial officers are:

President: AMADEUS EBERHARDT at 10190 SW 114 Terrace, Miami, Florida 33176

Vice President: ERIC SUAREZ at 10190 SW 114 Terrace, Miami, Florida 33176 Treasurer: RICH SANCHEZ at 10190 SW 114 Terrace, Miami, Florida 33176... Secretary: PETER ROBLES 10190 SW 114 Terrace, Miami, Florida 33176

The undersigned has executed these articles of incorporation on April 10, 1998.

.Amadeus Eberhardt/President

Fax Aud # H98000006926

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, 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.

The name of the corporation is Absolute Power Entertainment Inc.

The Name of the Registered Agent and office is: Anthony Box, 16 NW 42nd Terrace, Plantation, FL 33317.

Having been named as registered agent and 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.