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FROM: STROOCK & STROOCK & LAVAN ACCT#: 072100000
CONTACT: ANDREA ARNESON
PHONE: (305)358-9988 FAX #: (305)789-9

NAME: ABSOLUTE POWER ENTERTAINMENT, INC.
AUDIT NUMBER.....H98000006926
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
CERT. OF STATUS...1 PAGES..... 2
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TALLAHASSEE, FLORIDA

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Division of Corrections

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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 III. 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.

  
K. Amadeus Eberhardt/President

Anthony C. Box  
200 South Biscayne Blv Suite 3300  
Miami, Florida 33131  
305 - 358 - 9900

Fax Aud # H98000006926

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**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.

 On 4-10-98

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TALLAHASSEE, FLORIDA

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