

FULLER ACCOUNTING AND MANAGEMENT SERVICES

**3365 N.W. 32nd Court
Lauderdale Lakes, Florida 33309**

(954) 731-4741

March 30, 1998

P98000039563

**The Secretary of State
State of Florida
Division of Corporation
P.O. Box 6327
Tallahassee, Florida 32314.**

**500002475255--7
-04/01/98-D1057-019
***131.25 ***131.25**

Re: NET LIFE ENTERTAINMENT, INC.

- 1. Articles of Incorporation**
- 2. CERTIFICATE**
- 3. Certified copy of Articles of
Incorporation**

\$T31.25

Your usual kind attention will be appreciated.

Yours Truly,

FULLER ACCOUNTING AND MANAGEMENT SERVICES

By.

Lloyd L. Fuller.

**FILED
98 MAY -1 AM 10:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

9854-98



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

April 22, 1998

LLOYD L. FULLER (2ND REJECT)
3365 N.W. 32ND COURT
C/O FULLER ACCOUNTING AND MANAGEMENT SRV
LAUDERDALE LAKES, FL 33309

SUBJECT: NETLIFE ENTERTAINMENT, INC.
Ref. Number: W98000007512

We have received your document for NETLIFE ENTERTAINMENT, INC. and your check(s) totaling \$131.25. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent designated in your document is not an active entity according to our records. Please reinstate this entity (call (850) 487-6059 for information) or designate another entity that is active according to our records.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6878.

John Nedeau
Document Specialist

Letter Number: 598A00017935

ARTICLES OF INCORPORATION
OF
NETLIFE ENTERTAINMENT, INC.

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

ARTICLE 1. NAME

The name of the corporation shall be:

NETLIFE ENTERTAINMENT, INC.

The principal place of business of this corporation shall be

3445 N.W. 44th STREET, # 205. Ft. LAUDERDALE, FL 33309

ARTICLE 11. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful
activities or business permitted under the laws of the United
States, the State of Florida or any other state, country, territory
or nation.

ARTICLE 111. CAPITAL STOCK

The maximum number of shares of stock that this corporation
is authorized to have at any one time is 10,000 shares of common
stock having a \$1 par value per share.

ARTICLE 1V. ADDRESS

The address of the initial registered office of the
corporation shall be 4699 N. State Rd. 7, Suite L-5, Tamarac,
Florida 33319 and the name of the initial registered agent of
the corporation at that address is LLOYD L. FULLER

FILED
98 MAY -1 AM 10:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually

ARTICLE VI. PREEMPTIVE RIGHTS

Every shareholder upon the sale for cash of any new stock of this corporation of the same kind, class, or series as that which he already holds, shall have the right to purchase his pro rata share thereof at the price at which it is offered to others.

ARTICLE VII. SPECIAL PROVISION

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as are necessary will be taken by the appropriate officers to accomplish this compliance.

ARTICLE VIII. OFFICERS AND DIRECTORS.

This corporation shall have two Directors and officers initially. The name and street address of the directors and initial officers who shall hold office for the first year of the corporation or until his successor is elected or appointed is:

RANDY WALKINS, DIRECTOR/PRESIDENT
3445 N.W. 44th Street, Ft. Lauderdale, Fl. 33309
DAVID PIERRE, DIRECTOR,
11606 N.W. 29th St, Coral Springs, Fl. 33065.

ARTICLE IX. INCORPORATOR

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

RANDY WALKINS
3445 N.W. 44th St, # 205
Ft. Lauderdale, Fl. 33309

ARTICLE VI INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to this articles of incorporation is(are):

RANDY WALKINS
3445 N.W. 44th Street # 205
Ft. Lauderdale Lakes
Fl. 33309

IN WITNESS WHEREOF, the undersigned incorporator(s) has(have) executed these Articles of Incorporation this 15 day of APR, 1998

Signature(s) of Incorporator(s)

Randy Walkins
RANDY WALKINS

STATE OF FLORIDA
COUNTY OF BROWARD

THE FOREGOING instrument was acknowledged and sworn to before me this 15th day of APR, 1998 by Randy Walkins
(Name of Incorporator)
of NETLIFE ENTERTAINMENT, INC
(Name of Corporation)

Notary Public

[Signature]

My Commission Expires: 10-1-2000



GILMORE BECKFORD
COMMISSION # CC589772
EXPIRES OCT 01, 2000
BONDED THROUGH
ATLANTIC BONDING CO., INC.

(SEAL)

ARTICLES OF INCORPORATION FILING FEE:

**CERTIFICATE DESIGNATING
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: NETLIFE ENTERTAINMENT, INC.

2. The name and address of the registered agent and office is:

LLOYD L. FULLER

4699 N. STATE RD 7, SUITE L-7

(P. O. BOX NOT ACCEPTABLE)

TAMARAC, FL 33319

(CITY/STATE/ZIP)

SIGNATURE RANDY WALKINS
Randy Walkins
(Corporate Officer)

TITLE PRESIDENT /DIRECTOR

DATE APRIL 14, 1998

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.

LLOYD L. FULLER

SIGNATURE By: Lloyd L. Fuller
(Registered Agent)

DATE APRIL 14, 1998

FILED
98 MAY -1 AM 10:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

REGISTERED AGENT FILING FEE: