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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: CHILLY WILLY PRODUCTION'S, INC.

AUDIT NUMBER.....H98000010837

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES.....5

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TALLAHASSEE, FLORIDA

Called Empire - they said it
shld be Production's ✓
with apostrophe.

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**ARTICLES OF INCORPORATION FOR
CHILLY WILLY PRODUCTION'S, INC.**

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TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the corporation is **CHILLY WILLY PRODUCTION'S, INC.**

ARTICLE II - DURATION

The date when the corporation's existence shall begin shall be the date of subscription and acknowledgment stated herein if this Certificate of Incorporation or Articles of Incorporation are filed within five (5) days, exclusive of legal holidays, after subscription and acknowledgment hereof, and are subsequently approved by the Secretary of State, and all filing fees and taxes paid, otherwise, it shall be the date when the Articles of Incorporation are filed in the Office of the Secretary of State and approved. The Corporation shall have perpetual existence.

ARTICLE III - PURPOSE

This Corporation is organized for the purpose of engaging in the activity or business of public entertainment in addition to any and all related activities or business which may be associated thereto or required thereby.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue ONE THOUSAND shares of \$1.00 Par Value Common Stock.

ARTICLE V - PREEMPTIVE RIGHTS

After the initial issue of common stock of this Corporation, 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 of stock of this Corporation, (as nearly as may be done without issuance of fractional shares) at the price which it is offered to others.

Thomas J. Moore, Esq.
FBN: 361658
5450 NW 33rd Avenue,
Suite 102
Fort Lauderdale, FL 33309
(954) 735-5557

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ARTICLE VI
INITIAL REGISTERED OFFICE, AGENT AND PRINCIPAL OFFICE

The name of the initial registered agent and the street address of the initial registered office and the principal office of this Corporation is:

Wilbert Acosta
5400 NW 5th Avenue
Ft. Lauderdale, FL 33309

ARTICLE VII
FIRST BOARD OF DIRECTORS

This Corporation's first Board of Directors shall consist of TWO, (2), Directors. The number of Directors may be either increased or decreased from time to time by the by-laws, but shall never be less than ONE, (1). The name and address of the initial Board of Directors of this Corporation are:

Wilbert Acosta, President
5400 NW 5th Avenue
Ft. Lauderdale, FL 33309

Ilene Acosta, Vice President
5400 NW 5th Avenue
Ft. Lauderdale, FL 33309

ARTICLE VIII - INCORPORATOR

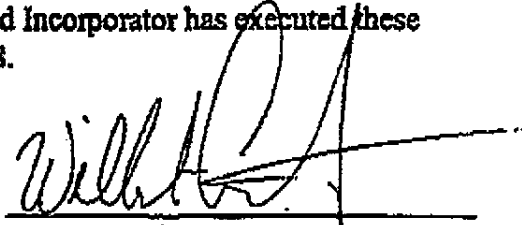
The name and address of the person signing these Articles of Incorporation is:

Wilbert Acosta
5400 NW 5th Avenue
Ft. Lauderdale, FL 33309

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IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 10th day of June, 1998.



Wilbert Acosta
Incorporator

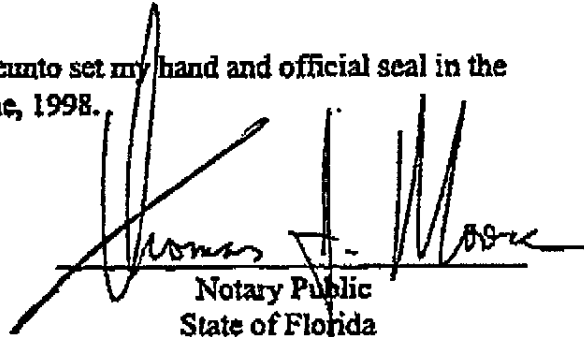
STATE OF FLORIDA:

SS

COUNTY OF BROWARD:

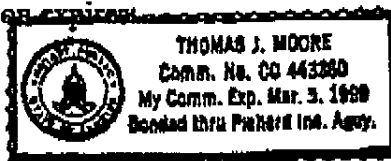
BEFORE ME, a Notary Public, authorized to take acknowledgments in the State of Florida and County set forth above, personally appeared Wilbert Acosta, known to personally to me to be to be the person and which was confirmed through the examination of his Florida Drivers License, who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed these Articles of Incorporation

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in the State and County aforesaid, this 10th day of June, 1998.



Notary Public
State of Florida

My commission expires



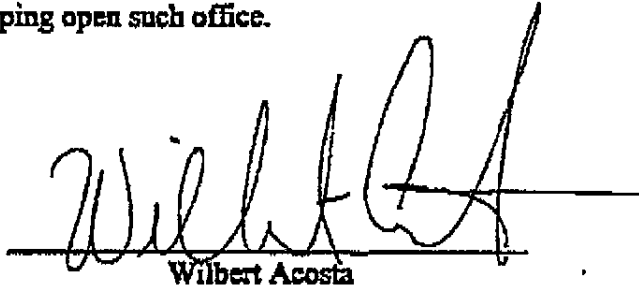
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ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for CHILLY WILLY PRODUCTION'S INC., at the place designated in the Articles of Incorporation, Wilbert Acosta, agrees to act in this capacity, and agrees to comply with the provisions of Section 48.091 relative to keeping open such office.

Date: June 10, 1998


 Wilbert Acosta

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 98 JUN 10 PM 4:03
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

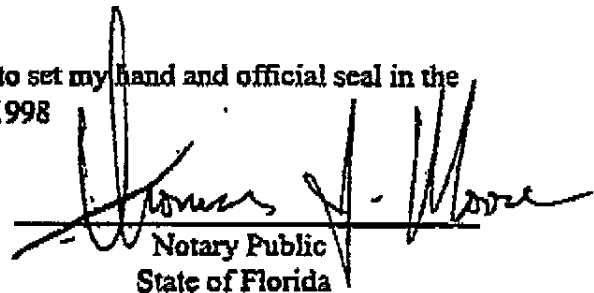
STATE OF FLORIDA:

SS

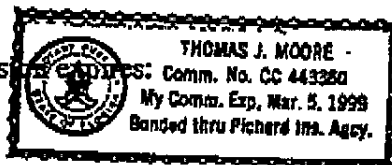
COUNTY OF BROWARD:

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 Notary Public
 State of Florida

My commissi



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