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7/14/98

FLORIDA DIVISION OF CORPORATIONS  
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TO: DIVISION OF CORPORATIONS

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FROM: ATLAS, PEARLMAN, TROP & BORKSON, P.A.  
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NAME: ENTERTAINMENT HOLDINGS, INC.

AUDIT NUMBER.....H98000013000

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

CERT. OF STATUS..0

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

8/6/98

ARTICLES OF INCORPORATION  
OF  
ENTERTAINMENT HOLDINGS, INC.

The undersigned, a natural person competent to contract, does hereby make, subscribe and file these Articles of Incorporation for the purpose of organizing a corporation under the laws of the State of Florida.

ARTICLE I  
CORPORATE NAME

The name of this Corporation shall be: ENTERTAINMENT HOLDINGS, INC.

ARTICLE II  
PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of the Corporation is 3200 West Oakland Park Boulevard, Lauderdale Lakes, Florida 33311.

ARTICLE III  
NATURE OF CORPORATE BUSINESS AND POWERS

The general nature of the business to be transacted by this Corporation shall be to engage in any and all lawful business permitted under the laws of the United States and the State of Florida.

Roxanne K. Beilly, Esq., FL Bar #851450  
Atlas, Pearlman, Trop & Borkson, P.A.  
200 East Las Olas Boulevard, Suite 1900  
Fort Lauderdale, Florida 33301  
Phone No: (954) 763-1200

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ARTICLE IV  
CAPITAL STOCK

The maximum number of shares that this Corporation shall be authorized to issue and have outstanding at any one time shall be 20,000,000 shares of capital stock consisting of 18,000,000 common stock, par value \$.001 per share and 2,000,000 shares of Preferred Stock having a par value of \$.001 per share.

Series of the Preferred Stock may be created and issued from time to time, with such designations, preferences, conversion rights, cumulative, relative, participating, optional or other rights, including voting rights, qualifications, limitations or restrictions thereof as shall be stated and expressed in the resolution or resolutions providing for the creation and issuance of such series of Preferred Stock as adopted by the Board of Directors pursuant to the authority in this paragraph given.

ARTICLE V  
TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE VI  
REGISTERED AGENT AND  
INITIAL REGISTERED OFFICE IN FLORIDA

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

Roxanne K. Beilly, Esq.  
Atlas, Pearlman, Trop & Borkson, P.A.  
200 East Las Olas Boulevard, Suite 1900  
Fort Lauderdale, Florida 33301

ARTICLE VII  
BOARD OF DIRECTORS

This Corporation shall have one (1) Director initially.

ARTICLE VIII  
INITIAL DIRECTOR

The name and address of the initial Director of this Corporation are:

Steven F. Gagnon  
3200 West Oakland Park Boulevard  
Lauderdale Lakes, Florida 33311

The person named as initial Director shall hold office for the first year of existence of this Corporation, or until their successors are elected or appointed and have qualified, whichever occurs first.

ARTICLE IX  
INCORPORATOR

The name and address of the person signing these Articles of Incorporation as the Incorporator is Roxanne K. Beilly, Esq., c/o Atlas, Pearlman, Trop & Borkson, P.A., 200 East Las Olas Boulevard, Suite 1900, Fort Lauderdale, Florida 33301.

ARTICLE X  
INDEMNIFICATION

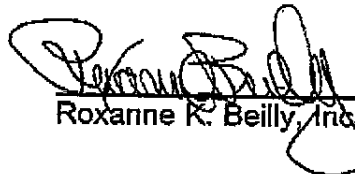
This Corporation may indemnify any director, officer, employee or agent of the Corporation to the fullest extent permitted by Florida law.

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ARTICLE XI  
AFFILIATED TRANSACTIONS

This Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

IN WITNESS WHEREOF, the undersigned Incorporator has executed the foregoing Articles of Incorporation on the 13th day of July, 1998.

  
\_\_\_\_\_  
Roxanne K. Beilly, Incorporator

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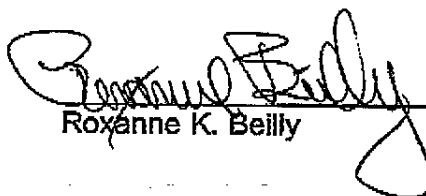
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CERTIFICATE DESIGNATING REGISTERED AGENT  
AND OFFICE FOR SERVICE OF PROCESS

ENTERTAINMENT HOLDINGS, INC., a corporation existing under the laws of the State of Florida with its principal office and mailing address at 3200 West Oakland Park Boulevard, Lauderdale Lakes, Florida 33311, has named Roxanne K. Beilly whose address is c/o Atlas, Pearlman, Trop & Borkson, P.A., 200 East Las Olas Boulevard, Suite 1900, Fort Lauderdale, Florida 33301 as its agent to accept service of process within the State of Florida.

ACCEPTANCE:

Having been named to accept service of process for the above named Corporation, at the place designated in this Certificate, I hereby accept the appointment as Registered Agent, and agree to comply with all applicable provisions of law. In addition, I hereby am familiar with and accept the duties and responsibilities as Registered Agent for said Corporation.

  
Roxanne K. Beilly

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