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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: FAS-T CORP. AGENTS, INC.

ACCT#: 071001002335

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NAME: CAIN IS ABLE ENTERTAINMENT, INC.

AUDIT NUMBER.....H98000013218

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

CERT. OF STATUS...1

PAGES..... 3

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 16, 1998

FAS-T CORP. AGENTS, INC.

SUBJECT: CAIN IS ABLE ENTERTAINMENT, INC.
REF: W98000016204

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We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

ARICLE VI LAMONT CAIN IS LISTED IS HE AN OFFICER OR DIRECTOR?

If you have any further questions concerning your document, please call (850) 487-6067.

Neysa Culligan
Document Specialist

FAX Aud. #: E98000013218
Letter Number: 298A00037922

ARTICLES OF INCORPORATION
OF

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TALLAHASSEE
FLORIDA

The undersigned Incorporator(s), for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

CAIN IS ABLE ENTERTAINMENT, INC.

The principal place of business of this corporation shall be:

2941 NW 21st Street, Fort Lauderdale, FL 33311

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact 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 III CAPITAL STOCK

The aggregate number of shares of stock and its value that this corporation is authorized to have outstanding at any one time is:

100,000 shares

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V OFFICERS DIRECTORS

The name(s) and street address(es) of the initial officer(s) and director(s), if any, who shall hold office the first year of the corporation's existence or until their successor(s) is(are) elected, is(are):

President - LaMont Cain
2941 NW 21st Street
Ft, Lauderdale, FL 33311

Secretary - Barrington Schneer
616 W 51st
MB, FL 33140

Prepared By:
Barrington Schneer
616 W. 51st Street

Miami Beach, FL 33140
(305)866-1482
H98000013218

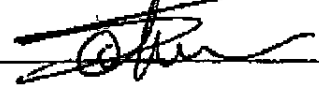
ARTICLE VI INCORPORATOR(S)

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

Barry Schneer - Secretary
616 W 51st
MB, FL 33140

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

Signature(s) of Incorporator(s)


Barrington Schneer
616 W 51st, MB, FL
acting Secretary

CERTIFICATE OF DESIGNATION
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:

Coin Is ABLE Entertainment Inc.

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

Barrington Schmeer
 (P.O. BOX NOT ACCEPTABLE)

606 W. 51st MB, FL 33140
 (CITY/STATE/ZIP)

SIGNATURE

TITLE

DATE

Secretary

7/15/98

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 TALLAHASSEE, FLORIDA

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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.

SIGNATURE

DATE

7/15/98