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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS FAX #: (850)922-4001
FROM: CORPORATE CREATIONS INTERNATIONAL INC. ACCT#: 110432003053
CONTACT: LUIS URIARTE
PHONE: (305)672-0686 FAX #: (305)672-9110

NAME: MASTERMIND ENTERTAINMENT INC.
AUDIT NUMBER.....H98000013261
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
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ARTICLES OF INCORPORATION

Article I. Name

The name of this Florida corporation is:
MasterMind Entertainment Inc.

Article II. Address

The mailing address of the Corporation is:
MasterMind Entertainment Inc.
2231 Church Street
Sanford FL 32771

Article III. Registered Agent

The name and address of the registered agent of the Corporation is:
Nathaniel Hillery
2231 Church Street
Sanford FL 32771

Article IV. Board of Directors

The name of each member of the Corporation's Board of Directors is:

Nathaniel Hillery
Timothy Hillery

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

American Incorporators Ltd.
1220 North Market Street, Suite 606
Wilmington DE 19801
302-421-5752

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Article V. Capital Stock

The Corporation shall have the authority to issue 1,500 shares of common stock, par value zero per share.

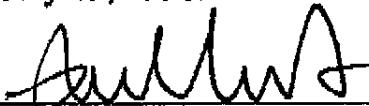
Article VI. Incorporator

The name and address of the incorporator is:
Corporate Creations International Inc.
941 Fourth Street #200
Miami Beach FL 33139

Article VII. Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin on July 29, 1998.

The undersigned incorporator executed these Articles of Incorporation on July 29, 1998.



CORPORATE CREATIONS INTERNATIONAL INC.
Luis A. Uriarte Vice President

American Incorporators Ltd.
1220 North Market Street, Suite 606
Wilmington DE 19801
302-421-5752

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MIAMI OFFICE

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

CORPORATION:

MasterMind Entertainment Inc.

REGISTERED AGENT/OFFICE:

Nathaniel Hillery
2231 Church Street
Sanford FL 32771

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I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.

Nathaniel Hillery
NATHANIEL HILLERY

Date: July 17, 1998.

American Incorporators Ltd.
1220 North Market Street, Suite 608
Wilmington, DE 19801
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