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Schrold & Powell, P.A.

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July 27, 1998

Division of Corporations, Secretary of State
P. O. Box 6327
Tallahassee, Florida 32314

RE: Articles of Incorporation for
Million Dollar Talent, Inc.

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-07/29/98--01046--003
***122.50 ***122.50

To whom it may concern:

Enclosed please find the Articles of Incorporation for Million Dollar Talent, Inc. Please process these Articles and return them to the undersigned attorney in the enclosed envelope.

I have also enclosed a check for the incorporation fee in the amount of \$122.50.

Very truly yours,

Brandine E. Powell
Brandine E. Powell, Esquire

/bp

Enclosure

APPROVED
AND
FILED
98 JUL 29 PM 1:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

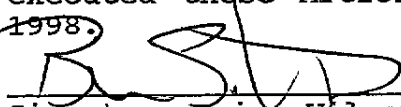
B. BROCK JUL 31 1998

ARTICLES OF INCORPORATION
FOR
MILLION DOLLAR TALENT, INC.

EFFECTIVE DATE
8-1-98

- ARTICLE I: The name of this corporation is Million Dollar Talent, Inc.
- ARTICLE II: The existence of the corporation shall begin on August 1st, 1998.
- ARTICLE III: The principal place of business of the corporation shall be 9626 N.W 26th Street, Sunrise, Florida, 33322.
- ARTICLE IV: The maximum number of shares this corporation is authorized to issue is One Hundred (100), all of which shall be common shares. All common shares shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share upon all matters on which shareholders have the right to vote.
- ARTICLE V: The initial street address of the corporation's registered office is 4600 W. Commercial Blvd., Suite 6, Fort Lauderdale, Florida 33319. The name of the initial registered agent is Brandine E. Powell, Esquire.
- ARTICLE VI: The initial Board of Directors shall consist of one (1) member. The name of the President is Brian Wilson. The address for the Board of Directors is the same as the principal place of business.
- ARTICLE VII: The names and addresses of the persons signing these Article of Incorporation are Brian Wilson, 9626 N.W 26th Street, Sunrise, Florida, 33322.
- ARTICLE VIII: The corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permissible by law.
- ARTICLE IX: The purpose of the corporation shall be to operate a business in the entertainment industry.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Article of Incorporation this 24th day of July, 1998.



Signature-Brian Wilson,
Incorporator

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Million Dollar Talent, Inc., at the place herein designated, the undersigned is familiar with and accepts the obligations of that position pursuant to Florida Statute 607.0501(3).

Brandine E Powell

Signature-Brandine E. Powell,
Esquire, Registered Agent

July 24, 98

Date Signed

STATE OF FLORIDA)
)SS:
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this 24th day of July 1998 by Brandine E. Powell, Esquire, who is personally known to me or who has produced _____ as identification and who did take an oath.

State of Florida at Large (Seal)
My Commission Expires:

NOTARY PUBLIC

Edith Schrold
Signature



EDITH SCHROLD
My Commission CC483634
Expires May. 14, 1999
Bonded by H&B
800-422-1555

Edith Schrold
Print Name

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED