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GUS H. CARRATT

September 23, 1998

Secretary of State
P.O. Box 6327
Tallahassee, FL 32301

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Re: LOOK'N GLASS ENTERTAINMENT, INC.

Dear Sir/Madam:

Enclosed please find an original and one copy of Articles of Incorporation for the above mentioned entity.

I have also enclosed a check in the amount of \$122.50 for the filing fee, and check \$8.75 for certification to keep the company in good standing all year, totaling \$131.25.

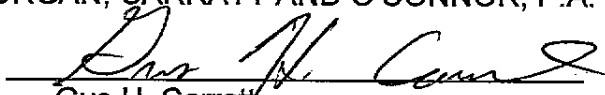
Please send me a copy of your Transmittal Letter and short form Articles of Incorporation for simple incorporating.

Thank you for your kind cooperation in this matter.

Very truly yours,

MORGAN, CARRATT AND O'CONNOR, P.A.

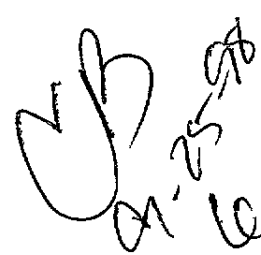
By


Gus H. Carratt

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

GHC:mef

enclosures
cc: James Patrick Glass


09-25-98

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION OF
LOOK 'N GLASS ENTERTAINMENT, INC.

The undersigned does hereby form a corporation under the laws of the State of Florida by and under the provisions of the Statutes of said State, providing for the formation, rights, privileges, immunities and liabilities of corporations for profit.

ARTICLE I

The name of the corporation shall be LOOK 'N GLASS ENTERTAINMENT, INC., and its mailing address is 224 NW 107th WAY, CORAL SPRINGS, FL 33071.

ARTICLE II

The corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE III

The maximum number of shares of stock which this corporation is authorized to have outstanding at any time is five thousand (5,000) shares of common stock having a par value of One Dollar (\$1.00) per share. All of the shares of capital stock of the corporation are to be issued fully paid and non-assessable.

The holders of the common stock of the corporation shall have no pre-emptive rights as such holders to acquire any shares of stock or securities of any class that may at any time be issued by the corporation.

ARTICLE IV

The street address of the initial registered office of the corporation in the State of Florida until same is changed by authority and direction of the board of directors shall

be as follows: 2601 E. OAKLAND PARK BLVD., Suite # 500, Fort Lauderdale, FL 33306

The initial registered agent is GUS H. CARRATT

ARTICLE V

The business of the corporation shall be initially managed by a board of directors consisting of one (1) member. The number of directors may be increased or diminished from time to time by by-laws adopted by the stockholders, but shall never be less than the number required by law. No decrease in the number of directors shall shorten the term of any incumbent director. A quorum for the holding of a meeting of the board of directors on behalf of the corporation shall be by a majority of the members thereof. The directors, by unanimous consent in writing, included among the minutes of the corporation, may consent to the doing of any act and such consent in writing shall have the same force and effect as though a formal meeting had been held, pursuant to call being duly made, and as though the said act had been done and authorized at a meeting at which a quorum had been present.

ARTICLE VI

The name and post office address of the member of the first board of directors, who, subject to the provisions of these Articles of Incorporation, the by-laws of the corporation, and the corporation laws of the State of Florida, shall hold office for the first year of the corporation's existence, or until their successors are elected or appointed and shall have qualified, are as follows:

Name

JAMES PATRICK GLASS

Address

224 NW 107th WAY
CORAL SPRINGS, FL 33071

ARTICLE VII

The name and post office address of the incorporator to these Articles of Incorporation is as follows:

Name

GUS H. CARRATT

Address

2601 E. OAKLAND PARK BLVD., Suite #500
FT. LAUDERDALE, FL 33306

ARTICLE VIII

The capital stock of this corporation may be paid for in money, property, labor or services, at a just valuation to be fixed by the board of directors. Stock in other corporations, or interests in other businesses, may be purchased by the corporation in return for the issuance of its capital stock, and the in return for the issuance of its capital stock, and the number of shares of stock of the corporation to be given as consideration for the stock of other corporations or interests in other businesses shall be determined by the board of directors of the corporation at a just valuation.

ARTICLE IX

The stockholders of the corporation are authorized to enter into agreements among themselves limiting the transferability and assignability of their shares of stock of the corporation, and/or conferring upon each other pre-emptive rights of purchase of stock owned by them in the corporation as a condition precedent to the sale of their

shares of stock, and any such agreement of which the corporation has notice shall be recognized and observed by the directors, officers and agents of the corporation.

ARTICLE X

The initial by-laws shall be adopted by the board of directors. The power to alter, amend, or repeal the by-laws or to adopt new by-laws shall be vested in the board of directors. The by-laws may contain any provisions for the regulation and management of the affairs of the corporation not inconsistent with these Articles of Incorporation.

ARTICLE XI

At a special meeting of the shareholders expressly called for that purpose, any director or the entire board of directors may be removed with or without cause by a vote of the holders of a majority of the shares then entitled to vote at an election of directors.

ARTICLE XII

The corporation reserves the right from time to time to amend, alter, or repeal any provision in the Articles of Incorporation in any manner now or hereafter permitted by any applicable statute.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 23 day of

September 1998.



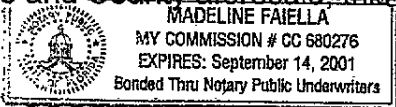
GUS H. CARRATT

STATE OF FLORIDA
COUNTY OF BROWARD

Before me, the undersigned authority, duly authorized to administer oaths and take acknowledgments, personally appeared **GUS H. CARRATT**, to me well known to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same for the purposes therein expressed.

Form of identification: Known to me;
An oath was (was not) taken.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in the State and County aforesaid, this 23 day of September 1998.



Madeline Faiella
Notary public

My commission expires:

ACCEPTANCE BY REGISTERED AGENT

I am familiar with, and accept, the duties and responsibilities as registered agent for the above corporation.

Gus H. Carratt
GUS H. CARRATT

FILED
98 SEP 25 PM 3:14
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA