

TO WHOM IT MAY CONCERN:

MARK HOLLANER
9360 SUNSET DRIVE SUITE 287
MIAMI, FLORIDA 33173
TELEPHONE NUMBER 305-273-8606
FAX NUMBER 305-271-7035

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TALLAHASSEE FLORIDA

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TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION
OF
BLACKCAT ENTERTAINMENT, INC.**

The undersigned natural person, acting to form a corporation under the laws of the State of Florida that provide for the formation of a corporation for profit, with the powers, rights, privileges and immunities hereinafter mentioned, do hereby make, subscribe, acknowledge and file with the Secretary of State of the State of Florida these Articles of Incorporation; and to that end set forth:

ARTICLE I

The name of the corporation shall be:

BLACKCAT ENTERTAINMENT, INC.

ARTICLE II

The initial post office address of the principle office of the corporation in Florida will be:

3047 Orange Street
Miami, Florida 33133

ARTICLE III

This corporation will engage and is empowered to engage in any business permitted under the laws of the United States of America and of the State of Florida.

Prepared by
Danyell Ferguson
3047 Orange Street
Miami, Florida 33133
(305) 444-0016

ARTICLE IV

The Total number of shares of stock which this Corporation is authorized to have outstanding is defined as follows:

<u>Class</u>	<u>No. Shares</u>	<u>Par Value</u>
Common	1,000	\$ 1.00

ARTICLE V

The amount of capital this corporation will begin business with is:

FIVE HUNDRED DOLLARS (\$500.00)

ARTICLE VI

This corporation shall have perpetual existence.

ARTICLE VII

This corporation shall have one director initially. The number of Directors may be increased or diminished from time to time, as provided by the by-laws adopted by the stockholders.

ARTICLE VIII

The name and post office address of the member of the first Board of Directors of this corporation, and who shall hold office for the first year, or until their successor is chosen shall be:

Danyell Ferguson
3047 Orange Street
Miami, Florida 33133

ARTICLE IX

The name and address of the officers of the Corporation, who shall hold office until their successor is chosen, shall be:

Danyell Ferguson	President
3047 Orange Street	
Miami, Florida 33133	

ARTICLE X

The initial registered agent and registered office of the corporation shall be:

Mark J. Hollander
9360 Sunset Drive, Suite 287
Miami, Fl 33173

ARTICLE XI

These articles of incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by it to the stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all of the directors and all the shareholders sign a written statement manifesting their intention that a certain amendment of these articles of incorporation be made.

IN WITNESS WHEREOF, the undersigned, being the sole incorporator of the corporation identified above, declare that I have examined the foregoing this 11th. day of August 1998, and do declare it to be true and correct.

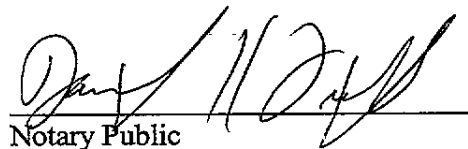
Danyell Ferguson
3047 Orange Street
Miami, Florida 33133



COUNTY OF DADE)
) SS :
STATE OF FLORIDA)

THIS IS TO CERTIFY that on this 11th. day of August 1998 before me, a notary public, personally appeared Danyell Ferguson who is personally known to me and who produced a Florida Drivers License and who I am satisfied is the person named as the sole incorporator and executor of the foregoing Articles of Incorporation, and who by his signature in my presence has acknowledged the same as his voluntary act.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal on this 11th. day of August 1998.

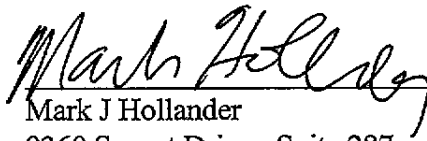

Notary Public

OFFICIAL NOTARY SEAL DAVID K. FIELDS NOTARY PUBLIC STATE OF FLORIDA COMMISSION NO. CC763236 MY COMMISSION EXP. AUG. 2, 2002

My commission expires

ACCEPTANCE OF REGISTERED AGENT APPOINTMENT

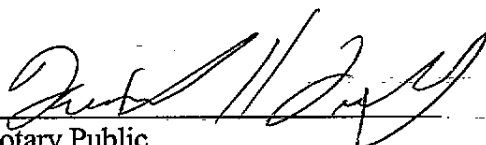
I, Mark J Hollander, a natural person with an address of 9360 Sunset Drive, Suite 287, Miami, Fl 33173, do hereby accept the appointment of Registered Agent of Blackcat Entertainment, Inc. on this 11th. day of August 1998.


Mark J Hollander
9360 Sunset Drive, Suite 287
Miami, Fl 33173

COUNTY OF DADE)
) SS:
STATE OF FLORIDA)

THIS IS TO CERTIFY that on this 11th. day of August 1998 before me, a notary public, personally appeared Mark J. Hollander, who is personally known to me and who produced a Florida Drivers License and who I am satisfied is the person named as the Registered Agent and executor of the foregoing Acceptance of Registered Agent Appointment, and who by his signature in my presence has acknowledged the same as his voluntary act.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal on this 11th. day of August 1998.


Notary Public

OFFICIAL NOTARY SEAL
DAVID K FIELDS
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC763236
MY COMMISSION EXPIRES AUG. 2, 2002
My commission expires

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