TFC

October 15, 1998

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Department of State
Division of Corporation
Post Office Box 6327
Tallahassee, Florida 32314

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-10/20/98--01017--014
*****78.75 *****78.75

Re: Articles of Incorporation:
MIDAS TOUCH ENTERTAINMENT, INC.

Dear Sir/Madam:

Enclosed please find an original and one copy of the Articles of Incorporation and Certificate Designating Place of Business for the above-referenced corporation along with Check #128 in the sum of $78.75 for filing fee.

Please file both the Articles and Certificate of Designation for the corporation and **return a file-marked certified copy of each document to the following:**

STANLEY B. LEWIS
ATTORNEY AT LAW
TOOLS FOR CHANGE
P.O. Box 510605
Miami, Florida 33151

FILED
98 OCT 20 AM 10:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Thank you for your attention to this matter.

Sincerely,

Stanley B. Lewis

Stanley B. Lewis
Attorney at Law

Encls. (3)

OB 10-21-98
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TOOLS FOR CHANGE
BLACK ECONOMIC DEVELOPMENT COALITION, INC.

714 N.W. 62nd Street • Miami, FL 33127 • Telephone: (305) 751-8934 • Facsimile: (305) 751-1619

FILED
98 OCT 20 AM 10:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
MIDAS TOUCH ENTERTAINMENT, INC.

The undersigned, acting as incorporator of this Corporation under the provisions of Chapter 607 of the Florida Statutes, as amended, adopts the following Articles of Incorporation:

ARTICLE I: NAME OF THE CORPORATION

The name of the corporation is MIDAS TOUCH ENTERTAINMENT, INC., hereinafter referred to as the "Corporation".

ARTICLE II: MAILING ADDRESS OF THE CORPORATION

The principal address and the mailing address of the Corporation is at 6316 Blvd. Of Champions, North Lauderdale, Florida 33068.

ARTICLE III: DURATION OF THE CORPORATION

The period of duration of the Corporation shall be perpetual unless dissolved according to law.

ARTICLE IV: PURPOSE OF THE CORPORATION

The purposes for which the Corporation is organized are to engage in any and all lawful business for which corporations may be incorporated under Chapter 607, Florida Statute, as amended.

ARTICLE V: AUTHORIZED SHARES

The Corporation is authorized to issue Five Thousand (5,000) shares of common stock with a par value of $1.00 per share. All stock shall be of one class. The Board of Directors may authorize the issuance of such stock to such person(s) upon such terms and for such consideration as they may deem appropriate. The consideration may include money or other property, which property shall be received at just valuation to be fixed by the Board of Directors of the Corporation.

ARTICLE VI: PRE-EMPTIVE RIGHTS

The Corporation elects to have preemptive rights. Every shareholder, upon the sale for cash of any new or reissued stock of this Corporation, shall have the right to purchase his pro-rata share thereof at the price at which it is offered to others.

ARTICLE VII: INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the Corporation's initial registered office is 6316 Blvd. Of Champions, North Lauderdale, Florida 33068, and ROBIN R. SCOTT is the registered agent at that office.

ARTICLE VIII: INITIAL BOARD OF DIRECTORS

The Corporation shall have one (1) director constituting the initial Board of Directors. The number of directors may be increased or decreased from time to time by the bylaws.

The name and address of the initial Board of Director member of the Corporation is:

ROBIN R. SCOTT
6316 Blvd. Of Champions
North Lauderdale, Florida 33068

ARTICLE IX: INCORPORATOR

The name and address of the incorporator of the Corporation is:

ROBIN R. SCOTT
6316 Blvd. Of Champions
North Lauderdale, Florida 33068

IN WITNESS WHEREOF, I, ROBIN R. SCOTT, the undersigned incorporator, have signed these Articles of Incorporation on this 14th day of October, 1998 and acknowledged the same to be my act.

ROBIN R. SCOTT

STATE OF FLORIDA)
)
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 14th day of October, 1998, by ROBIN R. SCOTT, who personally appeared before me at the time of notarization, and who has produced a Florida Driver's License as identification.

NOTARY PUBLIC:
Sign: Stanley B. Lewis
Print: Stanley B. Lewis
STATE OF FLORIDA AT LARGE

Stanley B Lewis
My Commission CC779242
Expires September 29, 2002

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuance of Chapters 48.091 and 607.0501, Florida Statutes, the following is submitted, in compliance with said Act:

First--That MIDAS TOUCH ENTERTAINMENT, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at City of North Lauderdale, County of Broward, State of Florida, has named ROBIN R. SCOTT, located at 6316 Blvd. Of Champions in the City of North Lauderdale, County of Broward, State of Florida, as its agent to accept service of process within this state.

FILED
98 OCT 20 AM 10:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

-Acceptance of Agent-

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

BY: Rob Scott
ROBIN R. SCOTT

DATE: 10-14-98