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FLORIDA PROFIT CORPORATION OR P.A.

CP ENTERTAINMENT, INC.

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 18, 1998

JENNIFER L. SCHECHTMAN, CPA

SUBJECT: CP ENTERTAINMENT, INC.
REF: W98000028358

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

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED subscriber to these articles of incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

I

The name of this corporation shall be **CP ENTERTAINMENT, INC.** and the principal place of business shall be **1439 WASHINGTON AVENUE, MIAMI BEACH, FL 33139.**

II

This corporation may engage in or transact any and all lawful business and/or activities permitted under the laws of the State of Florida, of the United States, and of any other state, country, territory or nation, and shall have all of the powers granted to a corporation under the State of Florida, of the United States, and of any other state, country, territory or nation.

III

This corporation is authorized to issue 1000 shares of common stock of a par value of 1 dollar a share.

IV

The initial address of this corporation shall be **1439 WASHINGTON AVENUE, MIAMI BEACH, FL 33139** with the privilege of having its offices and branch offices at other places within or without the State of Florida. The name and address of the initial registered agent shall be **CHRISTIAN LUDWIGSEN, 3675 FLAMINGO DRIVE, MIAMI BEACH, FL 33139.**

V

The power to adopt, alter, amend or repeal by-laws shall be vested in the board of directors.

VI

This corporation shall commence its existence immediately upon the filing of these articles of incorporation, and shall exist perpetually unless sooner dissolved according to law.

Emily Wallace
c/o Jennifer L. Schechtman, CPA, PA
9050 Pines Boulevard, Suite 385A
Pembroke Pines, FL 33024
954-437-0700
Facsimile audit number H98000023571 6

ID:

DEC 28'98 16:22 No.006 P.02

There shall be a Board of Directors for this corporation which shall consist of one person. The number of Directors may be increased or diminished from time to time as determined by the By-Laws, but shall never be less than one. Any Director may be removed at any annual or special meeting of stockholders called in accordance with the By-Laws of the Corporation, by the same vote as that required to elect a Director.

VIII

The name and address of the first Board of Directors is as follows:

CHRISTIAN LUDWIGSEN
3675 FLAMINGO DRIVE
MIAMI BEACH, FL 33139


INGRID CASARES
300 SOUTH POINTE DRIVE, #1502
MIAMI BEACH FL 33139

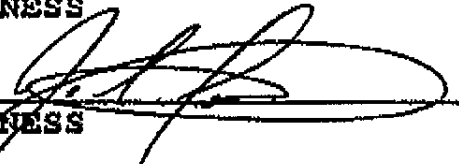
The members of the first Board of Directors, unless otherwise provided by the By-Laws, shall hold office for the first year of the existence of the Corporation or until their successors are elected or appointed and have qualified.

IX

The name and address of the subscriber to these articles of incorporation is CHRISTIAN LUDWIGSEN, 3675 FLAMINGO DRIVE, MIAMI BEACH, FL 33139.

IN WITNESS WHEREOF, the undersigned had hereunto set his hand and seal this 17TH day of DECEMBER, in the year 1998.


WITNESS


WITNESS


CHRISTIAN LUDWIGSEN

Emily Wallace
c/o Jennifer L. Schechtman, CPA, PA
9050 Pines Boulevard, Suite 385A
Pembroke Pines, FL 33024
954-437-0700
Facsimile audit number #98000023571 6

ID:

DEC 28 '98 16:23 No.006 P.03
DEC 17 '98 15:18 No.012 P.

Facsimile audit number H98000023571 6

CP ENTERTAINMENT, INC. desiring to organize or qualify under the laws of the State of Florida, with its principal place of business in the city of MIAMI BEACH, FLORIDA has named CHRISTIAN LUDWIGSEN, 3675 FLAMINGO DRIVE, MIAMI BEACH, FL 33139 in the county of DADE, State of Florida, as its agent to accept service of process within Florida.



CHRISTIAN LUDWIGSEN, CORPORATE OFFICER

HAVING BEEN NAMED to accept service of process for the above corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and further agree to the proper and complete performance of my duties.



CHRISTIAN LUDWIGSEN, REGISTERED AGENT

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Emily Wallace
c/o Jennifer L. Schechtman, CPA, PA