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To:

Division of Corporations
Fax Number : (850) 922-4001

From:

Account Name : MIRKIN & WOOLF, P.A.
Account Number : 105322001737
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

Universal Entertainment Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
UNIVERSAL ENTERTAINMENT INC.

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.

ARTICLE I. NAME

The name of the Corporation shall be Universal Entertainment Inc. The principal place of business shall be c/o Mirkin & Woolf, P.A., 1700 Palm Beach Lakes Blvd. #580, West Palm Beach, Florida 33401.

ARTICLE II. NATURE OF BUSINESS

The Corporation may engage in or transact all lawful activities or businesses permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The total number of shares of capital stock of all classes which the Corporation shall have authority to issue is one hundred million (100,000,000) shares of common stock, \$0.01 par value per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the Corporation shall be c/o Mirkin & Woolf, P.A., 1700 Palm Beach Lakes Blvd. #580, West Palm Beach, Florida 33401 and the name of the initial registered agent of the Corporation at that address is Mark H. Mirkin, Esq.

Prepared by: Mark H. Mirkin, Esq.
FL Bar No.: 464694
Mirkin & Woolf, P.A.
1700 Palm Beach Lakes Blvd. #580
West Palm Beach, FL 33401
(561) 687-4460
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ARTICLE V. TERM OF EXISTENCE

The Corporation shall exist perpetually.

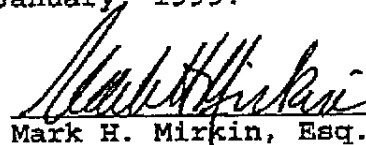
ARTICLE VI. DIRECTORS

The Corporation shall have two (2) directors initially. The names and addresses of the initial members of the Board of Directors are Kay S. Jessel, 625 Howe Street #405, Vancouver, B.C. V6C 2T6 and Donald L. Lalonde, 1524 Shasta Place, Victoria, B.C. V8C 1X9.

ARTICLE VII. INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation are Mark H. Mirkin, Esq., 1700 Palm Beach Lakes Blvd. #580, West Palm Beach, Florida 33401.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 21st day of January, 1999.


Mark H. Mirkin, Esq.

Prepared by: Mark H. Mirkin, Esq.
FL Bar No.: 464694
Mirkin & Woolf, P.A.
1700 Palm Beach Lakes Blvd. #580
West Palm Beach, FL 33401
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**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

The following is submitted in accordance with the requirements of Chapter 48.091, Florida Statutes:

UNIVERSAL ENTERTAINMENT INC., desiring to organize under the laws of the State of Florida with its registered office address, as indicated in the Articles of Incorporation, as c/o Mirkin & Woolf, P.A., 1700 Palm Beach Lakes Blvd. #580, West Palm Beach, Florida 33401, has named MARK H. MIRKIN, ESQ. as its agent to accept service of process within this State.

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 provisions of Chapter 48.091, F.S., relative to keeping open said office.


Mark H. Mirkin, Esq.

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