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LAW OFFICES
PHILIP L. SCHWARTZ
PROFESSIONAL ASSOCIATION
517 SOUTHWEST 1ST AVENUE
FORT LAUDERDALE, FLORIDA 33301

TELEPHONE (954) 760-7770

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January 29, 1999

Secretary of State
Division of Corporations
State of Florida
P.O. Box 6327
Tallahassee, Florida 32314

400002760654--6
-02/01/99--01124--007
122.50 *78.75

Re: GROUND ZERO ENTERTAINMENT, INC.

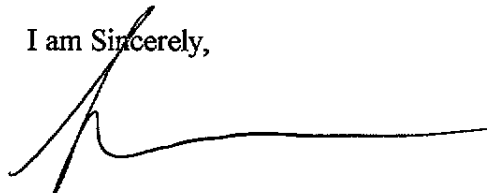
To Whom It May Concern:

Enclosed herewith, please find One (1) original Articles of Incorporation for Ground Zero Entertainment, Inc., one copy of the same, and a check made payable to the Secretary of State for One Hundred and Twenty Two Dollars and Fifty Cents (\$122.50).

Please return the stamped copy and certificate of filing to the undersigned at the address noted herein above.

Thank you for your cooperation in this matter,

I am Sincerely,



Philip L. Schwartz, Esquire

PLS/lrc
Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 FEB -1 AM 9:09

ARTICLES OF INCORPORATION
OF
GROUND ZERO ENTERTAINMENT, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 FEB - 1 AM 9:09

ARTICLE I - NAME

The name of this corporation is: **GROUND ZERO ENTERTAINMENT, INC.**

ARTICLE II - DURATION

This corporation shall have perpetual existence.

ARTICLE III - PURPOSE

This corporation is organized pursuant to Florida Statutes §607 to engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, county, territory or nation.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of at \$1.00 par value common stock.

ARTICLE V - VOTING RIGHTS

Except as otherwise provided by law the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE VI - PRINCIPAL PLACE OF BUSINESS

The principal place of business of this corporation is:
517 Southwest First Avenue
Fort Lauderdale, Florida 33301

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have Two (1) director initially. The number of directors may be increased from time to time by the By-Laws, but shall never be less than one. The name and address of the initial directors are:

Philip L. Schwartz
517 Southwest First Avenue
Fort Lauderdale, FL 33301

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles is:

PHILIP L. SCHWARTZ, ESQUIRE
Philip L. Schwartz, P.A.
517 Southwest First Avenue
Fort Lauderdale, Florida 33301

ARTICLE IX - AMENDMENT

This corporation reserves the right to amend any provisions contained in these Articles of Incorporation and any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 29th day
of January, 1999.

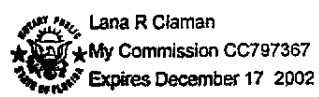

PHILIP L. SCHWARTZ, Incorporator

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 FEB -1 AM 9:09

STATE OF FLORIDA :
:SS
COUNTY OF BROWARD :

BEFORE ME, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared PHILIP L. SCHWARTZ, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal in the State and County aforesaid this 29th day of January 1999.



Lana R. Claman
NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:

**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 Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That **GROUND ZERO ENTERTAINMENT, INC.**, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, in the City of Fort Lauderdale, Florida designates PHILIP L. SCHWARTZ, ESQUIRE located at 517 Southwest First Avenue, City of Fort Lauderdale, County of Broward, State of Florida as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation at 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.

[Signature]

Registered Agent