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ESTABLISHED 1968

ALSO ADMITTED IN
DISTRICT OF COLUMBIA

January 29, 1999

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-02/02/99-01084-019
*****122.50 *****78.75

Division of Corporations
Office of the Secretary of State
State of Florida
409 East Gaines Street
Tallahassee, Florida 32399

IN RE: **Movin Stylz Entertainment, Inc.**

Dear Sir:

Enclosed please find the original and one (1) copy of the Articles of Incorporation and Certificate Designating Registered Agent of **Movin Stylz Entertainment, Inc.**

The one duplicate copy of the Articles of Incorporation has been subscribed and acknowledged by the subscriber(s) in the same manner and form as the original. Please accept the Articles of Incorporation for filing and return to me one copy as soon as possible.

You will find enclosed a check in the amount of \$122.50 to cover the following fees:

Filing fee	\$ 35.00
Registered Agent Designation	35.00
One certified copy of the Articles of Incorporation	<u>52.50</u>
TOTAL	<u>\$122.50</u>

Your earliest attention to the foregoing will be greatly appreciated.

Very truly yours,


RICHARD N. FRIEDMAN

RNF/ce
Enclosures

FEB 4 1999

ARTICLES OF INCORPORATION
OF
MOVIN STYLZ ENTERTAINMENT, INC.

FILED
99 FEB -2 PM 2:47
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I - NAME

The name of this corporation is MOVIN STYLZ ENTERTAINMENT, INC., (hereinafter "Corporation").

ARTICLE II - DURATION

This Corporation shall exist perpetually, commencing on the date of filing of these Articles.

ARTICLE III - PURPOSE

This Corporation is organized for the following purposes: To engage in all facets of the entertainment business, and to do all or anything connected therewith or incidental thereto in connection with the foregoing, and for the purpose of transacting any or all lawful businesses of any kind or description permitted by law.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 5,000 shares of one-tenth of one cent (\$.001) par value common stock, which shall be designated "Common Shares".

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which

it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT; REGISTERED AGENT

The street address of the initial registered office of this Corporation is:

20980 S.W. 124th Avenue Road
Miami, FL 33177

and the name of the initial registered agent of this Corporation is:

Leslie Ducena

The name and street address of the Resident Agent is:

Leslie Ducena
20980 S.W. 124th Avenue Road
Miami, FL 33177

ARTICLE VII - PRINCIPAL OFFICE OF CORPORATION

The principal office of the Corporation is located at:

20980 S.W. 124th Avenue Road
Miami, FL 33177

The principal office of the Corporation may be changed from time to time by the Directors of the Corporation by an amendment to the Corporation's By-Laws.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This Corporation shall have four (4) directors initially. The number of directors may be increased or decreased from time to time by the By-Laws, but shall never be less than three (3).

The names and addresses of the initial directors of the Corporation are:

Bruce Wright
20980 S.W. 124th Avenue Road
Miami, FL 33177

Maggy Ducena
20980 S.W. 124th Avenue Road
Miami, FL 33177

Carlynn Ducena
241-30 Mayda Road
Rosedale, NY 11422

Leslie Ducena
20980 S.W. 124th Avenue Road
Miami, FL 33177

ARTICLE IX - INCORPORATORS

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

Richard N. Friedman
9655 South Dixie Highway
Suite 209
Miami, FL 33156-2813

ARTICLE X - INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law. In addition, this Corporation shall have the power to make any other or further indemnification, except an indemnification against gross negligence or willful misconduct, under any By-Law, agreement, vote of shareholders or disinterested directors, or otherwise, both as to action taken in a person's official capacity and as to action in another capacity while holding such office.

ARTICLE XI - AMENDMENT

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

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation, on this 29th day of January, 1999.


Richard N. Friedman, Subscriber

STATE OF FLORIDA :

ss.

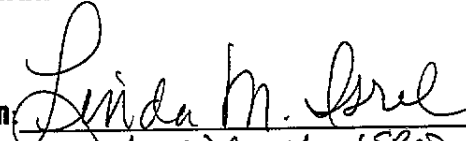
COUNTY OF MIAMI-DADE :

BEFORE ME, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared Richard N. Friedman, 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 official seal, in the State and County aforesaid, on this 29th day of January, 1999.



NOTARY PUBLIC :

Sign: 
Print: LINDA M. ISREL

--- 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 Florida Statutes, Section 48.081, the
following is submitted, in compliance with said Statute:

First, that Movin Stylz 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 Miami, County of Miami-Dade, State of Florida, has named Leslie Ducena, located at 20980 S.W. 124th Avenue Road, City of Miami, County of Miami-Dade, State of Florida, 33177, as its agent to accept service of process within this State.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

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 Statute, to keep open said office. I am familiar with, and accept, the obligations provided for in Florida Statutes, Sections 607.0501 and 607.0505.

By: _____

Leslie Ducena
Leslie Ducena
(Resident Agent)
(Registered Agent)

SECRETARY OF STATE
TALLAHASSEE FLORIDA

99 FEB -2 PM 2:47

FILED