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NEW ENGLAND ENTERPRISES CORP.

April 9, 1999

Secretary of State
State of Florida
Corporate Division
The Capitol
Tallahassee, Florida 32304

500002861275--7
-05/04/99--01011--009
****125.00 *****78.75

RE: Incorporation of NEW ENGLAND ENTERPRISES CORP.

To Whom it May Concern:

Enclosed are original and one copy each of the Articles of Incorporation and Certificate of Registered Agent for the above referenced corporation, together with check # in the amount of \$ 125.00 which represents the following:

a. Filing fee	\$ 35.00
b. Registered agent fee	\$ 35.00
c. Certified copy of Articles of Incorporation	\$ 55.00

PLEASE RETURN THE ACKNOWLEDGMENT AS SOON AS POSSIBLE TO:

Garden Title Corp.
710 NE 126 Street
N. Miami, FL 33161

Very truly yours,

Ana Paula Salt
ANA PAULA SALT

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAY -3 AM 8:01

I R. Purinton MAY -7 1999

ARTICLES OF INCORPORATION

OF

NEW ENGLAND ENTERPRISES CORP.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

99 MAY -3 AM 8:01

The undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves to form a corporation under the laws of the State of Florida.

ARTICLE I
NAME

The name of this corporation is:

New England Enterprisees Corp.

ARTICLE II
NATURE OF BUSINESS

The general nature of the business and the objects and purposes to be transacted and carried on are:

To conduct an entertainment business, and in addition to conduct any and all lawful business for corporations which may be incorporated under the laws of the State of Florida.

And in general, to carry on any other business whatsoever in connection with the foregoing or which is calculated directly or indirectly, to promote the interest of the corporation or to enhance the value of its properties.

And further, to borrow or raise money for any purposes of the company, and to secure the same interest, or for other purposes, to sell, convey or mortgage all or any part of the property corporeal or incorporeal, including rights of franchises of this company now owned or hereinafter acquired, and to create, issue, draw and accept and negotiate bonds and mortgages, bills of exchange, promissory notes or other obligations or negotiable instruments.

ARTICLE III
CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is:

FIVE HUNDRED (500) shares of common stock having a nominal par value of ONE AND 00/100 (\$1.00) DOLLAR per share.

ARTICLE IV
AMOUNT OF CAPITAL

The amount of capital with which this corporation will begin business is not less than:

FIVE HUNDRED DOLLARS (\$500.00)

ARTICLE V
TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE VI
ADDRESS

The initial post office address of the principal office of this corporation in the State of Florida is:

P.O. Box 414828, Miami Beach FL 33141-0828

The Board of Directors may from time to time move the principal office to any other address in the State of Florida and establish branches and subsidiaries in any place within and without the United States.

ARTICLE VII
DIRECTORS

This corporation shall have ONE directors initially. The number of directors may be increased from time to time by the laws adopted by the stockholders, but shall never be less than one (1).

ARTICLE VIII
INITIAL BOARD OF DIRECTORS

The name and post office addresses of the number of the first Board of Directors, who, subject to the provisions of the Certificate of Incorporation, By-Laws and the corporation laws of the State of Florida, shall hold office for the first year of the corporation's existence, or until their successor(s) are elected and have qualified are:

ANA PAULA SALT
P.O. Box 414828, Miami Beach FL 33141-0828

ARTICLE IX
SUBSCRIBERS

The names and post office addresses of each subscriber of these Articles of Incorporation, the number of shares of stock each agrees to take and the value of consideration thereof are:

Ana Paula Salt, P.O. Box 414828, Miami Beach FL 33141-0828
500 shares of common stock in cash and/or services equal to \$ 500.00

ARTICLE X
DESIGNATION OF REGISTERED AGENT

The initial registered office of the Corporation shall be:

531 76th Street, Miami Beach FL 33141

The initial registered agent of this Corporation at such office shall be:

ANA PAULA SALT

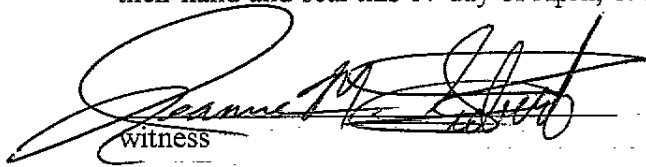
who upon accepting this designation agrees to comply with the provisions of Section 48.091 Florida Statutes as amended from time to time, with respect to keeping an office open for service of process.

ARTICLE XI
INCORPORATORS

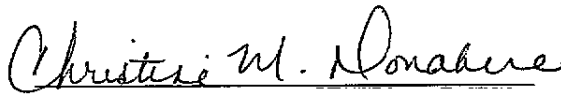
The name(s) and post office address(s) of the person(s) signing these Articles of Incorporation is/are:

Ana Paula Salt P.O. Box 414828, Miami Beach FL 33141-0828

THE UNDERSIGNED INCORPORATOR(S) hereinabove named for the purpose of forming a corporation for profit to do business in the State of Florida, do hereby make, acknowledge and file these Articles of Incorporation and accordingly have hereunto set their hand and seal this 17 day of April, 1999.


witness


ANA PAULA SALT
INCORPORATOR


witness

Acknowledgment

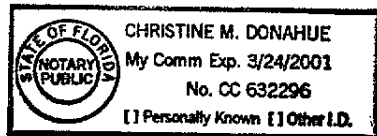
STATE OF FLORIDA
COUNTY OF DADE

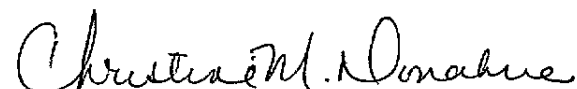
I HEREBY CERTIFY that, on this day, before me, a Notary Public, duly authorized to take acknowledgments, personally appeared:

ANA PAULA SALT

who produced a Driver's License as identification, and who executed the foregoing Articles of Incorporation, and acknowledged before me that they have incorporated these Articles of Incorporation.

WITNESS my hand and seal in the County and State aforesaid, on this 9th day of March, 1999.




NOTARY PUBLIC, State of
Florida at Large.

My Commission Expires:

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for

NEW ENGLAND ENTERPRISES CORP.

at the place designated in these Articles, I hereby accept to act in this capacity and agree to comply with the provisions of said act relative to keeping open said office.

by: Ana Paula Salt
ANA PAULA SALT
REGISTERED AGENT