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Division of Corporations
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To: Division of Corporations
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From: Account Name : ACE INDUSTRIES, INC.
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99 MAY 20 AM 7:30
SECRETARY OF STATE
TALLAHASSEE, FL
FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

ADONIS PRODUCTIONS, INC.

F. CHESSEY MAY 21 1999

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TALLAHASSEE, FLORIDA
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**ARTICLES OF INCORPORATION
OF
ADONIS PRODUCTIONS, INC.**

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, do hereby adopt the following Articles of Incorporation:

Article 1. Name and Address. The name of the Corporation is: Adonis Productions, Inc. The principal office, if known, or the mailing address of the Corporation is: 3425 NW 44 Street, Apt. 205, Ft. Lauderdale, Florida 33309.

Article 2. Duration. The duration of the Corporation is perpetual.

Article 3. Purpose. The general purposes for which the Corporation is organized are the following:

1. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.
2. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

Article 4. Shares. The aggregate number of shares which the Corporation is authorized to issue is one thousand (1,000) shares of common stock. Such shares shall be of a single class and shall have a par value of \$0.01 per share.

Article 5. Initial Registered Office and Agent. The street address of the initial Registered Office of the Corporation is 5201 Blue Lagoon Drive, Suite 100, Miami, Florida 33126, and the name of its initial Registered Agent at that address is Mark D. Grossman, Esquire.

Article 6. Initial Board of Directors. The number of Directors constituting the initial Board of Directors is one (1). The number of Directors may be increased or decreased from time

Prepared by:
ace! Industries, Inc.
54 Northwest 11th St.
Miami, FL 33136
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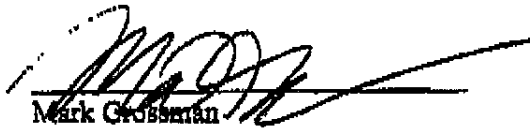
BECKER & POLIAKOFF, P.A.
5201 BLUE LAGOON DRIVE, SUITE 100, MIAMI, FLORIDA 33126
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ADONIS PRODUCTIONS, INC.
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ACCEPTANCE BY DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

I, the undersigned person, having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this statement, hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Mark Grossman

Date: 5/5, 1999

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