

Division of Corporations

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P99000047334**Florida Department of State**

Division of Corporations

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To:

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

From:

Janet Quinn
Account Name : ENGLISH, MCCAUGHAN & O'BRYAN, P.A.
Account Number : 076067004147
Phone : (954) 462-3300
Fax Number : (954) 763-2439

FLORIDA PROFIT CORPORATION OR P.A.**Ivy Entertainment.com, Inc.**

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ARTICLES OF INCORPORATION
OF
IVY ENTERTAINMENT.COM, INC.
A FLORIDA CORPORATION

The undersigned, acting as Incorporator of Ivy Entertainment.com, Inc., a Florida corporation (the "Corporation") under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such Corporation:

ARTICLE I

NAME

The name of the Corporation is Ivy Entertainment.com, Inc. and the street address of the initial principal office of the Corporation is 2505 Boca Raton Boulevard, Suite 1, Boca Raton, Florida 33431

ARTICLE II

PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE III

CAPITAL STOCK

The Corporation is authorized to issue Twenty Thousand (20,000) shares of One Cent (\$.01) par value Common Stock and Ten Thousand (10,000) shares of One Cent (\$.01) par value Preferred Stock.

PREPARED BY: Laura Holm
English, McCaughan & O'Bryan, P.A.
100 Northeast Third Avenue, Suite 1100
Fort Lauderdale, Florida 33301
(954) 462-3300
Florida Bar No. 0993646

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ARTICLE IVINITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 100 Northeast 3rd Avenue, Suite 1100, Fort Lauderdale, Florida 33301, and the name of the initial Registered Agent of the Corporation at that address is EMO Corporate Services, Inc.

ARTICLE VINITIAL BOARD OF DIRECTORS

The Corporation shall initially have one (1) Director to hold office until the first Annual Meeting of Shareholders and his successor shall have been duly elected and qualified, or until his earlier resignation, removal from office or death. The name and address of the initial Director of the Corporation is:

NameAddress

Richard Gladstone

2505 Boca Raton Boulevard, Suite 1
Boca Raton, FL 33431ARTICLE VIINCORPORATOR

The name and address of the Incorporator of the Corporation is:

NameAddress

Laura Holm

100 Northeast 3rd Avenue, Suite 1100
Fort Lauderdale, FL 33301

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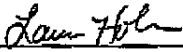
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IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of
Incorporation this 25 day of May, 1999.



Laura Holm, Incorporator

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ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named as Registered Agent to accept service of process for Ivy Entertainment.com, Inc. at the place designated in the foregoing Articles of Incorporation, we hereby accept the appointment as Registered Agent and agree to act in this capacity. We further agree to comply with the provisions of the Florida Business Corporation Act relating to the proper and complete performance of our duties, and we are familiar with and accept the obligations of our position as Registered Agent.

EMO CORPORATE SERVICES, INC.

Dated:

May 25, 1999

By:


Janet Quinn, Assistant Secretary
Initial Registered Agent

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