

EDWARD A. SASSO

8818 S.E. Riverfront Terrace, Tequesta, Florida 33469
Residence: (407) 575-7766 • Business: (407) 586-7000

P99 000052388

June 2, 1999

Secretary of State
Division of Corporations
P.O. BOX 6327
Tallahassee, FL 32314

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*****78.75 *****78.75

RE: New Corporation
Jupiter Entertainment, Inc.

Enclosed you will find two original Articles of Incorporation; Acceptance letter from the registered agent and a check for the registration which includes the fee for a certified copy of the Articles of Incorporation for the above referenced corporation.

Please let me know if there are questions. Thank you.

Sincerely,


Edward A. Sasso

EMSr
Enclosures..

FILED
99 JUN -7 AM 8:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CB
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**ARTICLES OF INCORPORATION
OF
JUPITER ENTERTAINMENT INC.**

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, hereby file these Articles of Incorporation for the purpose of becoming a corporation under and pursuant to the laws of the State of Florida providing for the formation, liability, rights, privileges and immunities of a corporation for profit, and for that purpose we hereby certify, declare and set forth as follows, to wit:

ARTICLE I

NAME

The name of this corporation shall be:

JUPITER ENTERTAINMENT INC.

ARTICLE II

GENERAL NATURE OF BUSINESS

The general nature, object and purpose is to do and transact all lawful business.

ARTICLE III

CAPITAL STOCK

The capital stock of this corporation shall be Nine Hundred (900) shares at .001 cent par value, which shall be designated "Common Shares".

ARTICLE IV

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 of stock.

ARTICLE V

CORPORATE EXISTENCE

This Corporation shall exist perpetually unless sooner dissolved according to law.

ARTICLE VI

PRINCIPAL PLACE OF BUSINESS

The principal place of business of said corporation shall be Martin County, Florida, and its mailing address shall be: 8818 SE Riverfront Terrace, Tequesta, FL 33469 with the privileges of having branch offices within or without the State of Florida.

ARTICLE VII

REGISTERED OFFICE AND REGISTERED AGENT

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

8818 SE Riverfront Terrace, Tequesta, Florida 33469

and the name of the registered agent at that address is

Edward A. Sasso

ARTICLE VIII

OFFICERS AND DIRECTORS

The names and addresses of the initial officers and directors who shall hold office for the first year of the corporation's existence or until their successors are elected are:

**Edward A. Sasso, President
8818 SE Riverfront Terrace
Tequesta, FL 33469**

**W. James Stevens, Secretary/Treasurer
10481 SE Banyan Way
Tequesta, FL 33469**

The Corporation at all times shall have at least one director. No person shall be required to own, hold or control stock in the corporation as a condition precedent to holding an office in the corporation.

ARTICLE IX

INCORPORATORS

The names and addresses of the persons signing these Articles are:

Edward A. Sasso	500 shares
8818 SE Riverfront Terrace	
Tequesta, FL 33469	

W. James Stevens	250 shares
10481 SE Banyan Way	
Tequesta, FL 33469	

ARTICLE X

BYLAWS

The power to adopt, alter, change or repeal bylaws shall be vested to the Board of Directors.

ARTICLE XI

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 prorata share thereof (as nearly as may be done without issuance of fractional shares at the price at which is offered to others).

ARTICLE XII

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute.

Directors of this corporation shall have the power to make or amend the bylaws and to fix any amount to be reserved for working capital.

The private property of the shareholders shall not be subject to the payment of the corporate debts to any extent whatsoever. The corporation shall have first lien on the shares of its member and upon the dividends due them for any indebtedness of such member to the corporation.

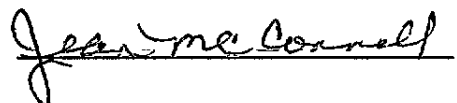
IN THE WITNESS WHEREOF, the undersigned, being the original incorporators to the Articles of Incorporation herein, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, do make and file these Articles, hereby declaring and certifying that the facts herein stated are true, this 1st day of June, 1999.

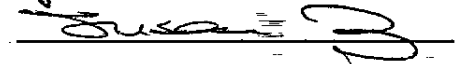


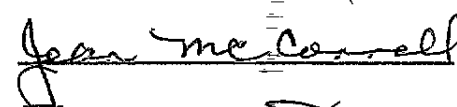
Edward A. Sasso

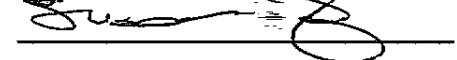


W. James Stevens









STATE OF FLORIDA

COUNTY OF MARTIN

The foregoing was sworn to and acknowledged before me this 1st
day of June, 1999, by W. James Stevens and Edward Sasso
who being duly sworn deposes and says, that he has executed these Articles
as the incorporator and has done so as his free act and deed.

Notary Public:


Susan Ramsay Dyer

State of Florida at Large:

My commission expires:



**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

CORPORATION:

Jupiter Entertainment, Inc.

REGISTERED AGENT:

**Edward A. Sasso
8818 SE Riverfront Terrace
Tequesta, FL 33469**

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered position.



Edward A. Sasso

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TALLAHASSEE, FLORIDA