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ATTORNEY AT LAW

CORRESPONDING OFFICE

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Of Counsel:
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CORRESPONDING OFFICE

One Gateway Center
Suite 2600
Newark, New Jersey 07102

999000054589

June 8, 1999

TRANSMITTAL LETTER

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

600002903526--2
-06/14/99-01101--020
*****78.75 *****78.75

SUBJECT: Our File No.: 7200-01
Articles of Incorporation
PEPPER-CAM ENTERTAINMENT GROUP, INC.

FILED
99 JUN 14 AM 9:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dear Sir:

Kindly find enclosed the original and one (1) copy of Articles of Incorporation for **PEPPER-CAM ENTERTAINMENT GROUP, INC.**, along with a check in the amount of \$78.75 for filing fee and designation of registered agent. Please return a stamped copy to my office in the self-addressed stamped envelope provided.

Thank you for your cooperation.

Very truly yours,

LAW OFFICES OF
MICHAEL I. SANTUCCI, P.A.

BY:

Michael I. Santucci, Esquire

Prepared By:
LAW OFFICES OF
MICHAEL I. SANTUCCI, P.A.
4901 North Federal Highway
Suite 440
Fort Lauderdale, FL 33308
Telephone: (954) 492-0071
Florida Bar No. 0105260

JUN 16 1999

ARTICLES OF INCORPORATION

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be:

PEPPER-CAM ENTERTAINMENT GROUP, INC.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

**1725 S.W. 25th Avenue
Fort Lauderdale, Florida 33312**

ARTICLE III - SHARES

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

One Thousand (1000) Shares

ARTICLE IV - PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights.

ARTICLE V - RESTRICTIONS ON TRANSFER OF SHARES

No shares shall be issued or transferred without the express approval of the board of directors.

Prepared By:
LAW OFFICES OF
MICHAEL I. SANTUCCI, P.A.
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Suite 440
Fort Lauderdale, FL 33308
Telephone: (954) 492-0071
Florida Bar No. 0105260

99 JUN 14 AM 9:48
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator has executed these Articles of Incorporation this 7th day of June, 1999.



MICHAEL I. SANTUCCI, ESQ.

Prepared By:
LAW OFFICES OF
MICHAEL I. SANTUCCI, P.A.
4901 North Federal Highway
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Fort Lauderdale, FL 33308
Telephone: (954) 492-0071
Florida Bar No. 0105260

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT

PURSUANT TO FL. STAT. 607.0501, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED AGENT, IN THE STATE OF FLORIDA.

FILED
99 JUN 14 AM 9:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The name of the corporation is **PEPPER-CAM ENTERTAINMENT GROUP, INC.**
2. The name and address of the registered agent is: **MICHAEL I. SANTUCCI, ESQ.**

Nations Bank Building
4901 North Federal Highway, Suite 440
Fort Lauderdale, Florida 33308

HAVING BEEN NAMED AS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I 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.

6/8/99
DATE

BY:


MICHAEL I. SANTUCCI, ESQ.

Prepared By:
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