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Profit NonProfit Limited Liability Domestication Other	AMENDMENTS: Amendment Resignation of R.A., Officer/ Director Change of Registered Agent Dissolution/Withdrawal Merger	
OTHER FILINGS Annual Report Sectitious Name Name Reservation	REGISTRATION/ QUALIFICATION Foreign Limited Partnership Reinstatement Trademark Other	

Examiner's Initials 758/95

OF

ALLDEADBEATS.COM, INC.

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

ARTICLE I

The name of the corporation ("Corporation") is ALLDEADBEATS.COM, INC.

ARTICLE II

The existence of the Corporation shall begin upon filing.

ARTICLE III

The street address of the principal office of the Corporation is 5117-I SOCIETY PLACE WEST, WEST PALM BEACH, FLORIDA 33415

ARTICLE IV

The maximum number of shares this Corporation is authorized to issue is 100, all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and have a par value of \$0.01. The holders of the Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE V

The initial street address of the Corporation's registered office is 5117-I SOCIETY PLACE WEST, WEST PALM BEACH, FLORIDA 33415

The initial Registered Agent for the Corporation at that address is Samuel Philip Rosenfeld.

ARTICLE VI

The initial board of directors shall consist of ONE (1) member. The name and address of the person who will serve on the initial board of directors are:

Name: Samuel Philip Rosenfeld

Address: 5117-I SOCIETY PLACE WEST, WEST PALM BEACH, FLORIDA 33415

The name and street address of the person signing these Articles of Incorporation is:

Name: Samuel Philip Rosenfeld

Address: 5117-I SOCIETY PLACE WEST, WEST PALM BEACH, FLORIDA 33415

ARTICLE VIII

The Corporation shall indemnify it's directors, officers, employees and agents to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this day 17th day of August 1999.

Name: Samuel Philip Rosenfeld

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for ALLDEADBEATS.COM, INC., at the place designated in the Articles of Incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).

Name: Samuel Philip Rosenfeld

Date: Tuesday, August 17, 1999

FOR ALL DEAD BEATS. COM, INC.

99 AUG 20 PM 2: 24 SECRETARY OF STATE