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Division of Corporations

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Florida Department of State
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To: Division of Corporations
Fax Number : (850) 922-4001

From: Account Name : ACE INDUSTRIES, INC.
Account Number : 070744001530
Phone : (305) 358-2571
Fax Number : (305) 358-7832

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

URBAN GROOVE ENTERTAINMENT INC.

Certificate of Status	0
Certified Copy	1
Page Count	01
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ARTICLES OF INCORPORATION

Article 1: Name of Corporation: URBAN GROOVE ENTERTAINMENT INC.

Address of Corporation: 99 NW 183RD STREET SUITE 130

N. MIAMI BEACH, FLORIDA 33169

Article 2: CAPITAL STOCK: The number of shares which the corporation has authorized to be outstanding at any one time is 1,000 , with a par value of \$1.00 .
(PAR VALUE IS NOT REQUIRED).

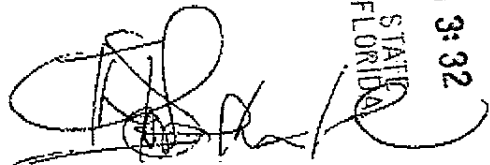
Article 3: REGISTERED AGENT: THOMAS AKINDELE AKINDE

REGISTERED OFFICE: 99 NW 183RD STREET SUITE 130

N. MIAMI BEACH, FLORIDA 33169

* I am familiar with and hereby accept the duties and responsibilities as Registered Agent for said corporation.

08 / 27 / 99
Date


Signature of Registered Agent

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Article 4: The Board of Directors are: (Board of Directors is NOT REQUIRED).

First listed is President, second is Vice President, then Secretary/Treasurer.

1. THOMAS AKINDELE AKINDE, 99 NW 183RD STREET SUITE 130, N. MIAMI BEACH, FL 33169

2. MURIEL LUBIN, 99 NW 183RD STREET SUITE 130, N. MIAMI BEACH, FL 33169

3. MCDONALD JUMBO, 99 NW 183RD STREET SUITE 130, N. MIAMI BEACH, FL 33169

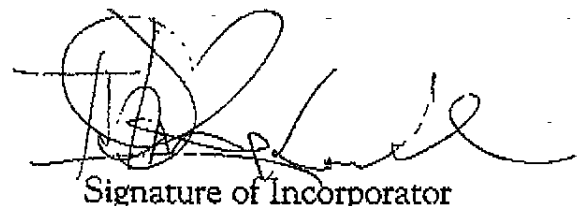
Article 5: The NAME and ADDRESS of the INCORPORATOR is:

THOMAS AKINDELE AKINDE

99 NW 183RD STREET SUITE 130

N. MIAMI BEACH, FLORIDA 33169

In witness whereof, I have subscribed my name:


Signature of Incorporator

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