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EDWARD de R. CAYIA, P.A.

ATTORNEY AT LAW

432 N.E. THIRD AVENUE

FORT LAUDERDALE, FLORIDA 33301

BROWARD (954) 765-1400 / FAX (954) 765-1421

September 2, 1999

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

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

Re: HEART FORGE PRODUCTIONS, INC.

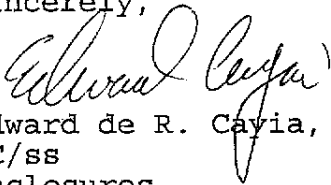
Dear Sir or Madam:

Enclosed herewith please find the Articles of Incorporation for the above-referenced corporation, and my operating account check in the amount of \$78.75 covering the various fees.

Please forward a certified copy of the Articles, and the Charter Number to this office at the above address.

Thank you for your attention to this matter.

Sincerely,



Edward de R. Cayia, P.A.
EC/ss
Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION OF
HEART FORGE PRODUCTIONS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of the corporation shall be HEART FORGE PRODUCTIONS, INC.

ARTICLE II. TERM OF EXISTENCE

The corporation shall have perpetual existence commencing on the date of filing of these Articles of Incorporation.

ARTICLE III. PURPOSE

This corporation is organized for the following purposes: To engage in all legally authorized business practices in the State of Florida, including but not limited to the creation, performance, recording, reproduction, licensing, investing, marketing, and distribution of artistic talent in the amusement, entertainment, film, internet, and and musical fields; to acquire copyrights on songs, lyrics, and musical compositions; to license and use such material for mechanical or other reproductions; to license the use by vocal, instrumental, or any other means known or to be known; to print, sell, and distribute sheet music; to acquire rights in literary and musical properties; to publish the same under contract; to market and sell related products and services; and to do any and all other acts necessary to fulfilling such endeavors.

ARTICLE IV. CAPITAL STOCK

This corporation is authorized to issue 300 shares of \$5.00 value stock.

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal office of this corporation is: 10450 N.W. 21st Street, Sunrise, FL 33322. The name of the initial registered agent of this corporation at that address is GARY BOSKO.

ARTICLE VI. INITIAL BOARD OF DIRECTORS

This corporation shall have three (3) Directors initially. The number of Directors may be either increased or diminished from time to time according to the ByLaws. The name and address of the initial Directors of the corporation are: GARY BOSKO, ERIC PHILLIPS and ROGER GIRAUD at 10450 N.W. 21st Street, Sunrise, FL 33322.

ARTICLE VII. INCORPORATION

The name and address of the person signing these Articles of Incorporation is GARY BOSKO of 10450 N.W. 21st Street, Sunrise, FL 33322.

ARTICLE VIII. BYLAWS

The power to adopt, alter, amend or repeal the ByLaws shall be vested in the Board of Directors and shareholders.

ARTICLE IX. RESTRICTIONS ON TRANSFER OF STOCK

Shares of capital stock of this corporation shall not be resold or otherwise transferred to other persons unless such shares are first offered to the initial shareholders of the corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all of the shareholders of this corporation.

ARTICLE X. CALLING OF SPECIAL MEETING

Special meetings of shareholders may be called by written notice delivered to each shareholder three (3) business days prior to the meeting date.

ARTICLE XI. SHAREHOLDER QUORUM AND VOTING

Sixty six percent (66%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum of a meeting of shareholders. If a quorum is present, the affirmative vote of sixty six percent (66%) of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XII. MANAGEMENT OF CORPORATION BY DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation, shall be managed under the direction of the Board of Directors of the corporation.

ARTICLE XIII. DIRECTOR QUORUM AND VOTING

Two (2) Directors shall constitute a quorum for a meeting of the Directors. If a quorum is present, the affirmative vote of the majority of the Directors present shall be the act of the Board of Directors.

ARTICLE XIV. MEETING BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in meetings of the Board of Directors by means of a conference telephone, as provided by law.

ARTICLE XV. ACTION BY DIRECTORS WITHOUT A MEETING

The Directors of this corporation may take action by written

consent, as provided by law.

ARTICLE XVI. INDEMNIFICATION

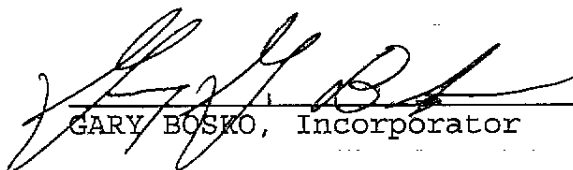
This corporation shall indemnify all officers or Directors or any former officer or Director, to the full extent permitted by law, provided they were acting in good faith and in the best interests of the corporation.

ARTICLE XVII. AMENDMENT

This corporation reserves the right to amend or repent any provision in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 27th day of August, 1999.

STATE OF FLORIDA)
COUNTY OF BROWARD)



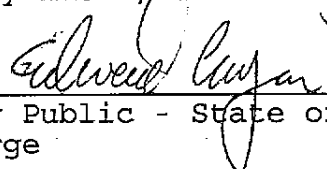
GARY BOSKO, Incorporator

27th The foregoing instrument was acknowledged before me on August, 1999 by GARY BOSKO, personally known, on oath.



Edward Cayia
My Commission CC670645
Expires August 10, 2001

My commission expires: _____



Notary Public - State of Florida
at Large

The undersigned, having been named as Registered Agent to accept Service of Process for HEART FORGE PRODUCTIONS, INC., at 10450 N.W. 21st Street, Sunrise, FL 33322, does hereby agree to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the complete and proper performance of his duties.



GARY BOSKO, Registered Agent

FILED
SEP 7 1999
CLERK OF STATE
OF FLORIDA
TALLAHASSEE, FLORIDA
PM 6:18