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Florida Department of State
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To:

Division of Corporations
Fax Number : (850)922-4001

EFFECTIVE DATE
9-28-99

From:

Account Name : CORPORATE CREATIONS INTERNATIONAL INC.
Account Number : 110432003053
Phone : (305)672-0686
Fax Number : (305)672-9110

FLORIDA PROFIT CORPORATION OR P.A.

E-PLUS ENTERTAINMENT, INC.

Certificate of Status	1
Certified Copy	0
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ARTICLES OF INCORPORATION

Article I. Name

The name of this Florida corporation is:
E-PLUS ENTERTAINMENT, INC.

Article II. Address

The mailing address of the Corporation is:
E-PLUS ENTERTAINMENT, INC.
5217 Washington Road
Delray Beach FL 33484

Article III. Registered Agent

The name and address of the registered agent of the Corporation is:
David Sholl
5217 Washington Road
Delray Beach FL 33484

Article IV. Board of Directors

The name of each member of the Corporation's Board of Directors is:
David Sholl
Nancy Sholl

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

Barbara Shore | FL Bar Member 843059
1951 NW 19th Street
Suite 103
Boca Raton FL 33431
561-417-5666

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Article V. Capital Stock

The Corporation shall have the authority to issue 1,000 shares of common stock, par value \$1.00 per share.

Article VI. Incorporator

The name and address of the incorporator is:

Barbara Shore
1951 NW 19th Street
Suite 103
Boca Raton FL 33431

Article VII. Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin on September 28, 1999.

The undersigned incorporator executed these Articles of Incorporation on September 29, 1999.


BARBARA SHORE
by T. Hardy as attorney-in-fact

Barbara Shore | FL Bar Member 843059
1951 NW 19th Street
Suite 103
Boca Raton FL 33431
561-417-5666

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**


CORPORATION:

E-PLUS ENTERTAINMENT, INC.

REGISTERED AGENT/OFFICE:

**David Sholl
5217 Washington Road
Delray Beach FL 33484**

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 agent position.



DAVID SHOLL
by T. Hardy as attorney-in-fact

Date: September 29, 1999

**Barbara Shore | FL Bar Member 843059
1951 NW 19th Street
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Boca Raton FL 33431
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