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TRANSMITTAL LETTER

FILED

99 OCT -4 AM 10: 57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Department of State  
Division of Corporations  
PO Box 6327  
Tallahassee, FL 32314

800003003358--5  
-10/04/99--01004--002  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

SUBJECT: HDJ Entertainment, Inc.

Enclosed please find an original and one (1) copy of the articles of incorporation for the above corporation and a check in the amount of \$**78.75**.

FROM: Christopher Pallante  
PMB #291  
36181 East Lake Rd  
Palm Harbor, FL 34685

PH 10/7/99 ✓

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**ARTICLES OF INCORPORATION  
of  
HDJ ENTERTAINMENT, INC.**

The undersigned person(s), acting as incorporator(s) of a corporation organized under the laws of Florida, hereby adopt(s) the following Articles of Incorporation:

**ARTICLE I  
CORPORATE NAME**

The name of this corporation is HDJ ENTERTAINMENT, INC..

PMB #291

36181 East Lake Rd

Palm Harbor, FL 34685

727-

1 800 - 611-3537

**ARTICLE II  
SHARES**

The total number of shares which the corporation shall have authority to issue is 100 shares with a par value of \$1.00 per share.

**ARTICLE III  
REGISTERED OFFICE AND AGENT**

The street address of the corporation's initial registered office and the name of its initial registered agent at such address is:

Christopher Pallante

PMB #291

36181 East Lake Rd

Pinellas County

Palm Harbor, FL 34685

#### ARTICLE IV PURPOSE

The purpose of the corporation is to engage in any lawful activity permitted by the laws of this state.

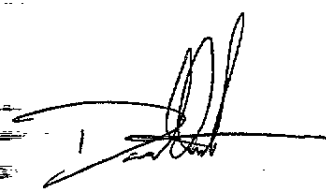
#### ARTICLE V DIRECTORS

The names and residence addresses of the persons constituting the initial board of directors are:

Christopher Pallante  
PMB#291 36181 East Lake Rd  
Palm Harbor, FL 34685

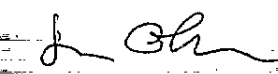
David Olmsted

2248 NE COACHMAN RD  
CLEARWATER, FL 33765



Jason Olmsted

2248 NE Coachman Rd  
Clearwater, FL 33765



After the initial board of directors, the board shall consist of such number of directors as shall be determined by the shareholders from time to time at each annual meeting at which directors are to be elected.

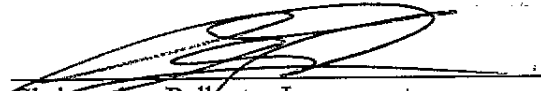
#### ARTICLE VI LIABILITY OF DIRECTORS

To the fullest extent permitted by law, no director of this corporation shall be personally liable to the corporation or its shareholders for monetary damages for breach of any duty owed to the corporation or its shareholders, except that a director may be held personally liable for (i) breaches of the duty of loyalty, (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) declaration of unlawful dividends or unlawful stock repurchases or redemptions, or (iv) a transaction from which the director derives an improper personal benefit.

Any director or officer who is involved in litigation or other proceeding by reason of his or her position as a director or officer of this corporation shall be indemnified and held harmless by the corporation to the fullest extent permitted by law.

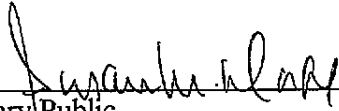
### Certification

I certify that I have read the above Articles of Incorporation and that they are true and correct to the best of my knowledge.

  
Christopher Pallante, Incorporator  
PMB #291 36181 East Lake Rd  
Palm Harbor, FL 34685

State of Florida, County of Pinellas, ss:

Subscribed and sworn to (or affirmed) before me this 23 day of July, 19 99.

  
\_\_\_\_\_  
Notary Public



CERTIFICATION OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

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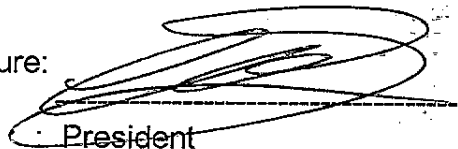
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.0501, Florida Statutes, 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.

The name and address of the registered agent and office is:

Christopher Pallante  
PMB #291  
36181 East Lake Rd  
Palm Harbor, FL 34685

Signature:

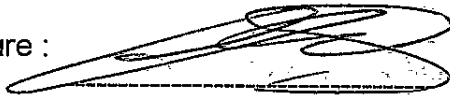


Title : President

Date : 7-22-99

Having been named as registered agent and 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.

Signature :



Date : 7-22-99