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Access Incorporation Services, Inc.
21550 Oxnard St, Suite 300
Woodland Hills, CA 91367

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

800003016548--6
-10/18/99--01064--007
*****78.75 *****78.75

To Whom It May Concern:

Enclosed please find two copies of the Articles of Incorporation for **RipTide Entertainment, Inc.** Also, enclosed please find a check made out to Department of State for the amount of \$78.75.

Please send a stamped copy of the articles to:

Access Incorporation Services
21550 Oxnard St, Suite 300
Woodland Hills, CA 91367

Sincerely,

Matthew Cohen
Vice-President
Access Incorporation Services, Inc.

FILED
99 OCT 18 AM 9:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T BROWN OCT 21 1999

ARTICLES OF INCORPORATION

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

RipTide Entertainment, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

6772 Via Regina

Boca Raton, FL 33433

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

2000

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent are:

Kris Hahl

6772 Via Regina, Boca Raton, FL 33433

ARTICLE V INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation are:

Gannon Stride

21550 Oxnard Street, Suite 300

Woodland Hills, CA 91367

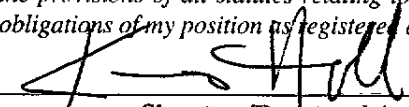

Signature/Incorporator

October 1, 1999

Date

(An additional article must be added if an effective date is requested.)

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/Registered Agent

10-13-99
Date