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October 15, 1999

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

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-10/27/99-01033-011
*****70.00 *****70.00

Re: Realife Entertainment, Inc.

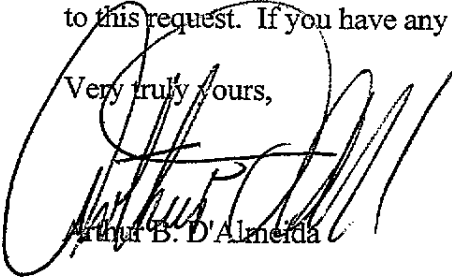
Dear Sir/Madam:

Enclosed please find the following:

1. Original and one copy of the above-referenced Articles of Incorporation; and
2. Check in the amount of \$70.00 as filing fee for the Articles;

Please file the Articles and return a date-stamped copy to me. I thank you for your prompt attention to this request. If you have any questions or concerns, please do not hesitate to contact me.

Very truly yours,



Arthur B. D'Almeida

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Enclosures

FILED
99 OCT 27 AM 8:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. Burch OCT 28 1999

FILED

99 OCT 27 AM 8:18

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
REALIFE ENTERTAINMENT, INC.

The undersigned, acting as incorporator of REALIFE ENTERTAINMENT, INC., a corporation organized under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation for such corporation:

ARTICLE I

The name of this corporation shall be: REALIFE ENTERTAINMENT, INC.

ARTICLE II

Corporate existence shall begin at the time these Articles are filed with the Department of State. This Corporation shall exist perpetually, unless sooner dissolved according to law.

ARTICLE III

The purpose for which this corporation is organized is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV

This corporation shall have the authority to issue one (1) class of stock. The aggregate number of shares that the corporation shall have the authority to issue is 1000 shares of capital stock with a par value of One Dollar (\$1.00) per share.

ARTICLE V

The street address of the corporate office is: 1950 NW 104th Street, Miami, Florida 33147.

The principal office address shall be the same. The name of the registered agent of the corporation is CAREY WIGFALL, and the registered agent's address is 1950 NW 104th Street, Miami, Florida 33147.

ARTICLE VI

The initial Board of Directors shall consist of one (1) member. The number of Directors may be increased from time to time by the By-Laws, but shall never be more than five (5) members.

ARTICLE VII

The names and addresses of the persons who shall serve as Directors until the first meeting of Shareholders, or until their successors have been elected and qualified are:

<u>NAME</u>	<u>ADDRESS</u>
SABRINA ROBBINS	1950 NW 104 th Street Miami, Florida 33147

ARTICLE VIII

The name and address of the initial incorporator is SABRINA ROBBINS, and the principal place of business shall be 1950 NW 104th Street, Miami, Florida 33147.

ARTICLE IX

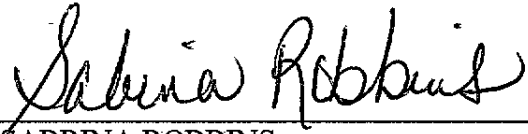
This corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute.

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the Shareholders.

ARTICLE X

The corporation shall indemnify any office or director, or any former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned, for the purpose of forming a corporation to do business both within and without of the State of Florida, under the laws of Florida, does make and files this Certificate, hereby declaring and certifying that the facts herein stated are true, and does agree to take the number of shares hereinabove set forth and hereunto sets her hand and seal the 19th day of October, 1999.


SABRINA ROBBINS
Incorporator/Director

I HEREBY ACCEPT the foregoing designation as Registered Agent outlined in Article V.


CAREY WIGFALL
Registered Agent

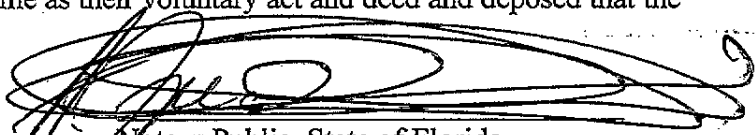
STATE OF FLORIDA
COUNTY OF DADE

I HEREBY CERTIFY that on the 19th day of October, 1999 before me a Notary Public, duly authorized in the State and County aforesaid to take acknowledgements, personally appeared SABRINA ROBBINS, Incorporator of the foregoing Articles of Incorporation and CAREY WIGFALL, Registered Agent of the foregoing Articles of Incorporation, known to me personally to be such, and I have first made known to them the contents of said Articles, they did acknowledge that they signed, sealed and delivered the same as their voluntary act and deed and deposed that the facts therein stated were truly set forth.

My Commission Expires:



AINSWORTH F. SMITH
Notary Public, State of Florida
My comm. expires Mar. 05, 2000
No. CC531952


Notary Public, State of Florida