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November 2, 1999

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*****70.00 *****70.00

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

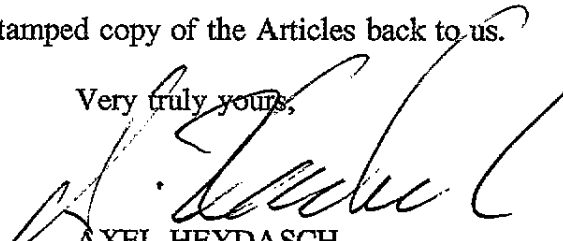
RE: Articles of Incorporation of DIAL G ENTERTAINMENT, INC.

Dear Sir/Madam:

Enclosed please find two copies of the above referenced Articles of Incorporation together with a check in the amount of \$70.00.

Please be so kind to return a stamped copy of the Articles back to us.

Very truly yours,


AXEL HEYDASCH
Attorney-at-law

AH:av
Enclosures

FILED
99 NOV -5 AM 10:31
TALLAHASSEE, FLORIDA

08/11/8

**ARTICLES OF INCORPORATION
OF
DIAL G ENTERTAINMENT, INC.**

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

DIAL G ENTERTAINMENT, INC.

The address of the principal office of this corporation shall be **Seacoast Tower, 5161 Collins Avenue, Unit 1517, Miami Beach, Florida 33140.**

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the State of Florida or any other state, county, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 (ONE HUNDRED) shares of common stock at \$1.00 (ONE DOLLAR) par value share.

ARTICLE IV. REGISTERED AGENT

The Registered Agent will be **Axel Heydasch, New World Tower, 100 North Biscayne Boulevard, Suite 3000, Miami, Florida 33132.**

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

FILED
9 NOV -5 AM 10:32
MIAMI BEACH, FLORIDA

ARTICLE VI. DIRECTORS

The name and address of the Director(s) of this corporation who shall hold office until their successors are chosen, shall be:

**Marcus Diamand
Seacoast Tower
5161 Collins Avenue
Unit 1517
Miami Beach, Florida 33140**

**Alexander Lacher
Leopold Str. 41
80802 Munich
Germany**

ARTICLE VII. OFFICERS

The names and addresses of the officers of the corporation who shall hold office until their successors are duly elected or appointed are:

**Director/President/Treasurer: Marcus Diamand
Seacoast Tower
5161 Collins Avenue
Unit 1517
Miami Beach, Florida 33140**

**Director/Vice-President/Secretary: Alexander Lacher
Leopold Str. 41
80802 Munich
Germany**

ARTICLE VIII. INCORPORATOR

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

**AXEL HEYDASCH
NEW WORLD TOWER
100 NORTH BISCAYNE BOULEVARD
SUITE 3000
MIAMI, FLORIDA 33132-2305**

ARTICLE IX. PREEMPTIVE RIGHTS

The shares of the corporation shall be endowed with preemptive rights, entitling the shareholders thereof to purchase any additional new issues of stock in direct proportion to their ownership of existing stock.

ARTICLE X. INDEMNIFICATION OF OFFICERS AND DIRECTORS

The corporation does hereby indemnify each of the Officers and Directors for any of their conduct on behalf of or related to their duties as officers or directors of the corporation and holds them harmless for any acts on behalf of or in connection with their services for the corporation.

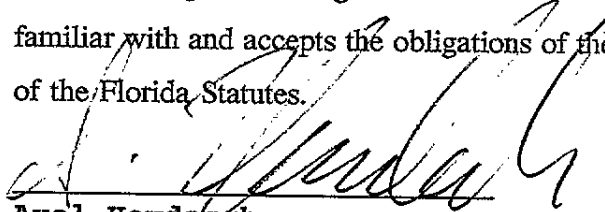
IN WITNESS WHEREOF, the undersigned incorporator has hereunto set his hand and seal this 2 day of November, 1999


Axel Heydasch
Incorporator

FILED
99 NOV -5 AM 10:32
CLERK OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN ARTICLES OF INCORPORATION

The undersigned, Axel Heydasch, a resident of Miami-Dade County, Florida, whose address is New World Tower, 100 North Biscayne Boulevard, Suite 3000, Miami, Florida 33132, having been designated as the Resident Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Chapter 607 of the Florida Statutes.


Axel Heydasch