TRANSMITTAL LETTER

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

Enclosed is an original and one(1) copy of the articles of incorporation and a check for: \$87.50 **\$78.75** \$78.75 \$70.00 Filing Fee, Filing Fee Filing Fee Filing Fee Certified Copy & Certified Copy & Certificate of Status & Certificate of Status ADDITIONAL COPY REQUIRED

S. Thompson DEC 1 4 1999

NOTE: Please provide the original and one copy of the articles.

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: High Grade Entertainment Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be: 2551 Bayside Dr. So. St. Petersburg, FL 33705

Mailing: P.O. Box 530506, St. Petersburg, FL 33747

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any on time is: 50 Shares

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent is: Chris Cohen 2551 Bayside Dr. So. St. Petersburg, FL 33705

ARTICLE V INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation are: Chris Cohen 2551 Bayside Dr. So. St. Petersburg, FL 33705

Signature/Incorporator

Date

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/Incorporator

Date