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TO: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Blue Sky Entertainment, Inc.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

DUCE VINES
(Name of Person)
Blue Sky Entertainment, Inc.
(Firm/Company)
777 North A1A Suite 203
(Address)
INDIANLANTIC, FL 32903
(City/State/Zip)

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RECEIVED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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Should you need to call someone concerning this matter, please call:

DUCE VINES at 407 725 5331
(Name of Person) (Area Code & Daytime Telephone Number)

COURIER ADDRESS:

Qualification/Tax Lien Sec
Division of Corporations
409 E. Gaines St
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P O Box 6327
Tallahassee, FL 32314

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1501, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE
STATE OF FLORIDA.

1. Blue Sky Entertainment, Inc.
(Name of corporation must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present)
2. Texas
(State or country under the law of which it is incorporated)
3. 75-447856-1
(FEI number, if applicable)
4. September 28, 1994
(Date of Incorporation)
5. Perpetual
(Duration Year corp. will come to exist "perpetual")
6. 2-26-96
(Date first transacted business in Florida (this section 607.1501, 607.1502, and 607.1503, F.S.))
7. Blue Sky Entertainment, Inc. 777 N. AIA Suite 203
Indianapolis, IN 46203
(Current mailing address)
8. Computer Software Production (Entertainment)
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
9. Name and street address of Florida registered agent: (P O Box or Mail Drop Box **NOT** acceptable)
Name: DUCE VINES
Office Address: 777 N AIA Suite 203
Indianapolis, Florida, 46203
(Zip Code)
10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Duce Vines
(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated

12. Names and addresses of officers and/or directors (Street address ONLY- P. O. Box NOT acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Duce Vines

Address: 465 Lantana Park Island Dr.
Satellite Beach, FL 32957

Director: Matthew Green

Address: 465 Lantana Park Island Dr.
Satellite Beach, FL 32957

B. OFFICERS (Street address only- P. O. Box NOT acceptable)

President: _____

Address: _____

Vice President: William Sutton

Address: 5847 San Felipe, Suite 550
Houston, TX 77057

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. [Signature]
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. DUCE VINES
(Typed or printed name and capacity of person signing application)



The State of Texas

SECRETARY OF STATE

IT IS HEREBY CERTIFIED, that
Articles of Incorporation
of

BLACK SKY ENTERTAINMENT, INC.

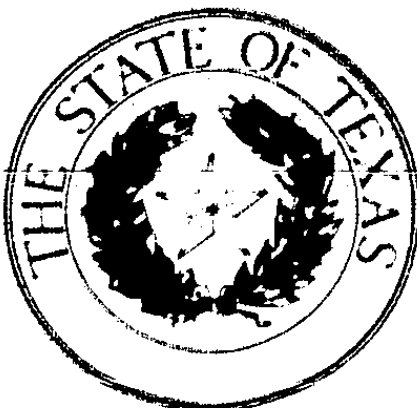
SECTION 1 OF STATE
DIVISION OF CORPORATIONS
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were filed in this office and a certificate of incorporation was issued on

NOVEMBER 28, 1994;

IT IS FURTHER CERTIFIED, that no certificate of dissolution has been issued, and
that the corporation is still in existence.

*IN TESTIMONY WHEREOF, I have hereunto
signed my name officially and caused to be
impressed hereon the Seal of State at my office in
the City of Austin, on January 24, 1996.*



Antonio O. Garza, Jr.
Secretary of State

PH