

F96000005932
PEERLESS CONSULTANTS, INC.

November 11, 1996

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

800002003828--9
-11/13/96--01189--018
*****78.75 *****78.75

Re: Nightwing Entertainment Group, Inc.

Dear Sir or Madam:

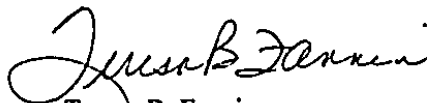
The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence with Status of Good Standing", and check in the amount of \$78.75 are enclosed to register the above referenced client as a foreign corporation to transact business in the State of Florida.

I would appreciate your returning a date stamped copy of the Application once it is filed along with the requested Certificate of Status to my attention at the address listed below via UPS Next Day Air. Please use Nightwing's UPS account number 4081920469.

Teresa B. Fannin
Peerless Consultants, Inc.
1509 South Florida Avenue, Suite 2
Lakeland, FL 33803

Should you have any questions, please feel free to contact me at (941) 683-5523.

Sincerely,



Teresa B. Fannin
Vice President

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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11/13

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
TO TRANSACT BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE
STATE OF FLORIDA:*

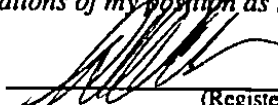
1. NIGHTWING ENTERTAINMENT GROUP, INC.
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. NEVADA
(State or country under the law of which it is incorporated)
3. 13-3422639
(FEI number, if applicable)
4. 1/14/87
(Date of Incorporation)
5. PERPETUAL
(Duration: Year corp. will cease to exist or "perpetual")
6. 10/21/96
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. 1000 UNIVERSAL STUDIO PLAZA; BUILDING 22, SUITE 202
ORLANDO, FL 32819
(Current mailing address)
8. Multi-media development company and programming provider for entertainment industry.
(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: Philip M. Cohen

Office Address: 1000 Universal Studio Plaza,
Building 22, Suite 202
Orlando, Florida, 32819
(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.



(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.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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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: Philip M. Cohen

Address: 1000 Universal Studio Plaza, Building 22, Suite 202

Orlando, FL 32819

Vice Chairman: _____

Address: _____

Director: Richard Margulies

Address: 1000 Universal Studio Plaza, Building 22, Suite 202

Orlando, FL 32819

Director: _____

Address: _____

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

President: Philip M. Cohen

Address: 1000 Universal Studio Plaza; Building 22, Suite 202

Orlando, FL 32819

Vice President: Richard Margulies

Address: 1000 Universal Studio Plaza; Building 22, Suite 202

Orlando, FL 32819


Secretary: Richard Margulies

Address: See above

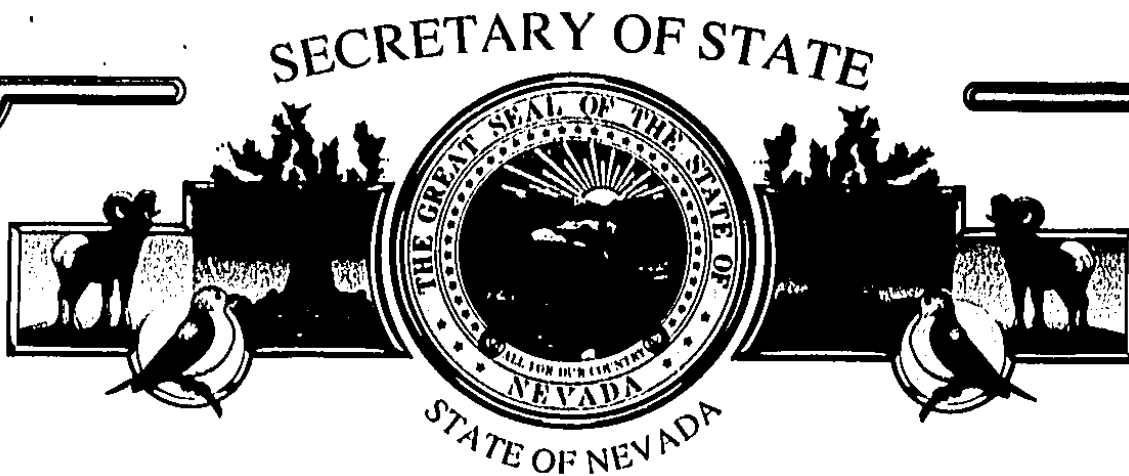
Treasurer: Richard Margulies

Address: See above

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

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

14. Philip M. Cohen, President
(Typed or printed name and capacity of person signing application)



CERTIFICATE OF EXISTENCE WITH STATUS IN GOOD STANDING

I, DEAN HELLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to filings by corporations, limited-liability companies, limited partnerships, and limited-liability partnerships pursuant to Title 7 of the Nevada Revised Statutes (which are either presently in a status of good standing or were in good standing for a time period subsequent of 1976) and am the proper officer to execute this certificate.

I further certify that the records of the Nevada Secretary of State, at the date of this certificate, evidence, **NIGHTWING ENTERTAINMENT GROUP, INC.**, as a corporation duly organized under the laws of Nevada and existing under and by virtue of the laws of the State of Nevada since January 14, 1987, and is in good standing in this state.



IN WITNESS WHEREOF, I have hereunto set my hand
and affixed the Great Seal of State, at my office, in
Carson City, Nevada, on November 4, 1996.

Dean Heller

Secretary of State

By

Cona D. Bibee

Certification Clerk

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DIVISION OF CORPORATIONS
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F96000005932

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 15, 1997

NIGHTWING ENTERTAINMENT GROUP, INC.
1000 UNIVERSAL STUDIO PLAZA
BLDG 22, SUITE 202
ORLANDO, FL 32819

SUBJECT: NIGHTWING ENTERTAINMENT GROUP, INC.
Ref. Number: F96000005932

Debit Memo #: 7797-JJ

This is to inform you that check #1014 in the amount of \$173.75 submitted with the annual report for NIGHTWING ENTERTAINMENT GROUP, INC. has been returned by your bank because of NON-SUFFICIENT FUNDS.

We request you remit a cashier's check or money order, referencing the above named debit memo number, in the amount of \$188.75 made payable to the Department of State to cover the unpaid fees and service charge.

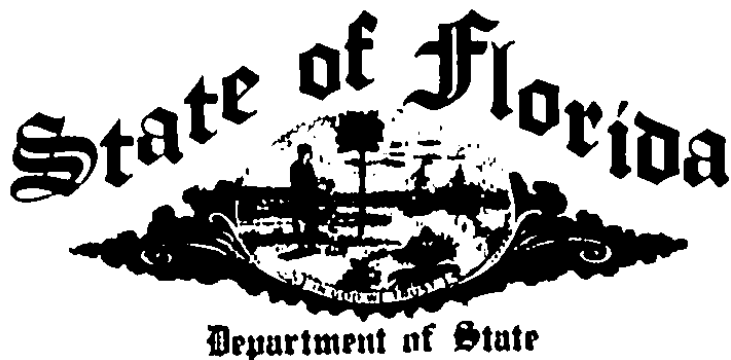
Section 607.1421 or 617.1421, Florida Statutes, requires at least 60 day notice of our intent to administratively dissolve or revoke your corporation for failure to file the annual report and pay the filing fee. Consider this your 60 day notice if the payment is not received, your corporation will be administratively dissolved or revoked on or after July 15, 1997 and a reinstatement fee of an additional \$585 will be imposed to reactivate the corporation.

Please send the replacement check to my attention at the address listed below.

If you have any questions concerning the filing of your document, please call (904) 487-6057.

Pat Bailey
Accountant I

Letter Number: 497A00026190



CERTIFICATE OF REVOCATION

The requirements of section 607.1531 or 617.1531, Florida Statutes, requiring 60 days notice of our proposed revocation of the certificate of authority of a foreign corporation authorized to transact business in Florida, have been met for NIGHTWING ENTERTAINMENT GROUP, INC., a Nevada corporation. The certificate of authority of this corporation is hereby revoked as of August 8, 1997 for failure to file the required annual report(s), as required by law.

F96000005932

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capitol, this the
Eighth day of August, 1997



CR2EO22 (2-95)

Sandra B. Northam

Sandra B. Northam
Secretary of State