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Florida Department of State
Division of Corporations
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From: Account Name : EDWARDS & ANGELL
Account Number : 075410001517
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W98-28402

FOREIGN PROFIT QUALIFICATION

American Digital Media, Inc.

Certificate of Status	0
Certified Copy	1
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**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. American Digital Media, 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. Delaware
(State or country under the law of which it is incorporated)
3. Applied for
(FEI number, if applicable)
4. December 1, 1998
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. Upon Filing
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. 400 Clematis Street, Suite 200
West Palm Beach, FL 33401
(Current mailing address)
8. Any lawful act or activity for which a corporation may be organized
(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: Angell Corporate Services, Inc.
Office Address: 250 Royal Palm Way, Ste. 300
Palm Beach, Florida, 33480
(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.

ANGELL CORPORATE SERVICES, INC.

By: 

(Registered agent's signature)

Jonathan E. Cole, President

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.

MICHAEL S. HELLER, FL BAR #863637, EDWARDS & ANGELL, 250 ROYAL PALM WAY, STE. 300
PALM BEACH FL 33480, 561-833-7700
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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: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS (Street address only- P. O. Box NOT acceptable)President: See attached officers/directors rider

Address: _____

Vice President: _____

Address: _____

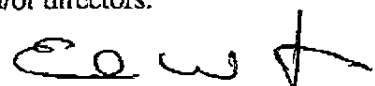
Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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. Edwin Warfield, IV, President
(Typed or printed name and capacity of person signing application)

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American Digital Media, Inc.

List of Officers and Directors

12A. Directors:

Edwin Warfield, IV	c/o American Digital Media, Inc. 400 Clematis Street, Suite 200 West Palm Beach, FL 33401
Thomas Maffettone	c/o American Digital Media, Inc. 400 Clematis Street, Suite 200 West Palm Beach, FL 33401
Courtlandt G. Miller	c/o American Digital Media, Inc. 400 Clematis Street, Suite 200 West Palm Beach, FL 33401

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12B. Officers:

Chairman, President.	Edwin Warfield, IV	c/o American Digital Media, Inc. 400 Clematis Street, Suite 200 West Palm Beach, FL 33401
Chief Executive Officer	Thomas Maffettone	c/o American Digital Media, Inc. 400 Clematis Street, Suite 200 West Palm Beach, FL 33401
Secretary	Courtlandt G. Miller	c/o American Digital Media, Inc. 400 Clematis Street, Suite 200 West Palm Beach, FL 33401
Treasurer	Courtlandt G. Miller	c/o American Digital Media, Inc. 400 Clematis Street, Suite 200 West Palm Beach, FL 33401

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State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "AMERICAN DIGITAL MEDIA, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SEVENTEENTH DAY OF DECEMBER, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

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Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION:

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12-17-98