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TRANMITTAL LETTER

FILED
00 MAR 13 AM 10:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32317

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-03/13/00--01155--005
*****87.50 *****87.50

SUBJECT: Tele-Fun, Inc.
(Proposed corporate name)

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for \$87.50, for filing fee, a certified copy and certificate.

FROM: Don Lasker/Tele-Fun, Inc.
3125 5th Avenue North
St. Petersburg, FL 33713
(727) 323-3811 (FAX: 727-323-4024)

D. BROWN MAR 20 2000

ARTICLES OF INCORPORATION

The undersigned incorporators 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:

Tele-Fun, Inc.

ARTICLE II ADDRESS

The original place of business and mailing address of this Corporation shall be:

3125 5th Avenue North, St. Petersburg, Florida 33713

ARTICLE III SHARES

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

1,000 Common Par Value \$1.00 Per

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Bonnie L. Kriebel 2851 First Ave., No., St. Petersburg, FL 33713

ARTICLE V INCORPORATORS

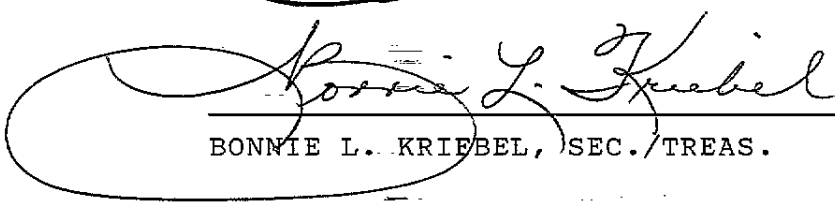
The names and street addresses of the incorporators to these Articles of Incorporation are:

Donald J. Lasker, Pres. 2851 First Avenue North, St. Petersburg, FL 33713

Bonnie L. Kriebel, Sec./Treas. " " "

The undersigned incorporators have executed these Articles of Incorporation this 10th day of March, 2000.


DONALD J. LASKER, PRES.


BONNIE L. KRIEBEL, SEC./TREAS.

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE


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CLERK OF STATE
TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is
Tele-Fun, Inc.
2. The name and address of the registered agent and office is:
Bonnie L. Kriebel
3125 5th Avenue North
St. Petersburg, FL 33713

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.

Dated this 10th day of March, 2000.


BONNIE L. KRIEBEL