

727 West Fairbanks Avenue
Orlando, FL.32804

Phone: (407) 622-6054

March 24, 2000

The Secretary of State
Division of Corporation
P. O. Box 6327
Tallahassee, Fl. 23314

Dear Sir/Madam:

Enclosed is an original and a of the Article of Incorporation of Flashpoint
Entertainment, Inc, and the appointment of a Registered Agent for filling purposes.

Also enclosed is a check in the amount of \$ 78.75 to cover charter, filing fees and the
cost of a certified copy of the Articles of Incorporation.

Thank you for your attention to the matter.

Sincerely,



Christopher S. Plaisance

400003202454-5
-04/10/00-01138-011
*****79.00 *****78.75

FILED
00 MAY 31 AM 8:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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534,255,2551,2550
N/00-9867

D. BROWN JUN - 2 2000



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

April 13, 2000

CHRISTOPHER S. PLAISANCE
727 WEST FAIRBANKS AVENUE
ORLANDO, FL 32804

SUBJECT: FLASHPOINT ENTERTAINMENT, INC.
Ref. Number: W00000009867

We have received your document for FLASHPOINT ENTERTAINMENT, INC. and your check(s) totaling \$79.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name of the entity must be identical throughout the document.

THE PRINCIPAL PLACE OF BUSINESS OF THE CORPORATION IN THE ARTICLES AND THE ADDRESS ON THE REGISTERED AGENT CERTIFICATE IS DIFFERENT. THE ADDRESS MUST BE THE SAME.

The registered agent and street address must be consistent wherever it appears in your document.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6972.

Doris Brown
Document Specialist

Letter Number: 800A00020464

**ARTICLE OF INCORPORATION
OF
FLASHPOINT ENTERTAINMENT, INC.**

FILED
00 MAY 31 AM 8:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, natural person(s) of legal age, acting as incorporators of a corporation under the State of Florida, adopt the following Articles of incorporation for such corporation

ARTICLE 1 – NAME

The name of the corporation is FLASHPOINT ENTERTAINMENT, INC.

ARTICLE 11 – DURATION

The period of its duration is perpetual.

ARTICLE 111 - NATURE OF BUSINESS

The purpose(s) for which this corporation is organized are: "To operate an Entertainment business consistent with the Entertainment Industry. " "And any other lawful business activity for which corporation may be incorporated under Chapter 607 of the Florida Statutes."

ARTICLE 1V – CAPITAL STOCK

The aggregate number of shares which the corporation shall have authority to issue is 100 shares of common stock having a par value of \$1.00 each

Section 1- Stated capital: The sum of all the shares of common stock of the corporation, outstanding at any particular time shall be the capital of the corporation.

Section 11- No of classes of stocks: The shares of the corporation are not to be divided into classes.

Section 111 - No of shares in series: The corporation is not authorized to issue shares in series.

Section 1V – Cumulative voting: Cumulative voting of shares is not authorized.

Section V – Preemptive Rights: There are no provisions limiting or denying to shareholders the preemptive right to acquire additional treasury or corporate shares of the corporation

ARTICLE V – REGULATION OF INTERNAL AFFAIRS

The internal affairs of the corporation are governed by the "by-laws" which shall be established and approved by a majority of the directors at the first meeting of the Board of Directors.

ARTICLE V1 – REGISTERED OFFICE, MAILING ADDRESS AND AGENT

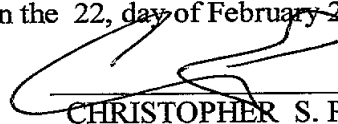
The address of the initial registered office and principal place of business of the corporation is ~~727~~ West Fairbanks Avenue, Orlando, Florida 32804. The name of its registered agent at such address is Christopher Plaisance, who resides at 727 West Fairbanks Avenue, Orlando, Florida 32804

ARTICLE V11 – DIRECTORS & INCORPORATORS

The initial number of directors and incorporators constituting the initial board of directors of the corporation is One (1) and the name and addresses of the persons who are to serve on the board until the first meeting of the shareholders or until their successors are elected and qualify are:

CHRISTOPHER PLAISANCE
727 West Fairbanks Avenue
Orlando, Fl. 32804

IN WITNESS WHEREOF, the undersigned made and subscribed to these Articles of Incorporation at Orlando, Florida on the 22, day of February 2000


CHRISTOPHER S. PLAISANCE

STATE OF FLORIDA COUNTY OF SEMINOLE

Before me, the undersigned authority, personally appeared CHRISTOPHER S. PLAISANCE, who did take an oath this 18th, day of February 2000 and who to me personally known to be the person described in and who subscribed to the above Article of Incorporation, and he did freely and voluntarily acknowledge before me according to the law that he made and subscribed to the same for the uses and purposes therein at the set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Apopka, Florida in the same county and state, this 15th, day of March, 2000



Egbert R. Chambers
My Commission CC931926
Expires March 23, 2001


EGBERT R. CHAMBERS, Notary Public

CERTIFICATE OF DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes the following is submitted in compliance with said act. FLASHPOINT ENTERTAINMENT, INC., Corporation for profit, desiring to organize under the laws of the State of Florida with its principal office as indicated in the Article of Incorporation, 727 West Fairbanks Avenue in the City of Orlando, County of Orange, State of Florida, has named Christopher S. Plaisance of 727 West Fairbanks Avenue, Orlando, Florida 32804 as its Registered Agent.

Having been named to accept service of process for the above corporation, at the place designated in this certificate, I hereby certify that I am familiar with and accept the duties and responsibilities as registered agent and agree to comply with provision of said act relative to the keeping open said office.

Signed:


Christopher S. Plaisance, Registered Agent

FILED
MAY 31 AM 8:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA