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September 5, 2000

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-09/07/00--01071--009
*****78.75 *****78.75

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Re: Articles of Incorporation

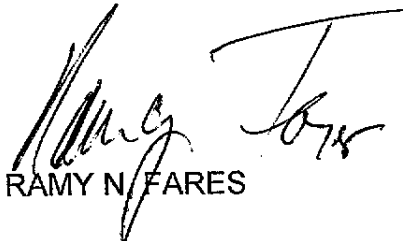
EFFECTIVE DATE
8-31-00

Dear Sir/Madam:

Enclosed please find the original Articles of Incorporation of JMG Studios, Inc. Also enclosed is a check in the amount of \$78.75 made payable to the Department of State.

I thank you for your attention to this matter.

Sincerely,


RAMY N. FARES

RNF/ks
enclosure

00 SEP - 7 AM 6:49
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

F. CHESNUT SEP 29 2000

W-22179



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

September 11, 2000

SEP 14 2000

RAMY N FARES ESQUIRE
1004 US HWY 19 STE 201
HOLIDAY, FL 34691

SUBJECT: JMG STUDIOS, INC.
Ref. Number: W00000022179

We have received your document for JMG STUDIOS, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent must have a Florida street address. A post office box, personal mail box (PMB), or mail drop-box address is not acceptable.

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) 487-6904.

Freida Chesser
Corporate Specialist

Letter Number: 100A00047884

**ARTICLES OF INCORPORATION
OF
JMG STUDIOS, INC.**

ARTICLE I - NAME

The name of this corporation is **JMG STUDIOS, INC.**

EFFECTIVE DATE

8-31-00

FILED
00 SEP - 7 AM 6:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing August 31, 2000.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 100 shares of one Dollar (\$1.00) par value commons stock which shall be designated as "Common Shares".

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale of cash of any new stock of this corporation, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 11305 Cypress Drive, Tampa, Florida 33617, and the name of the initial registered agent of this corporation at that address is **J. MICHAEL GROFF, JR.**

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one director constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by the bylaws, however, there shall never be less than one Director nor more than five. The name and address of the initial Board of Directors of the corporation is:

**J. Michael Groff, Jr.
11305 Cypress Drive
Temple Terrace, FL 33617**

ARTICLE VIII - INCORPORATORS

The name and address of the Incorporator signing these Articles is J. Michael Groff, Jr., 11305 Cypress Drive, Tampa, Florida 33617.

ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any Officer or Director or any former officers or director, to the full extent permitted by law.

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.


IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation in the 23 day of August 2000.

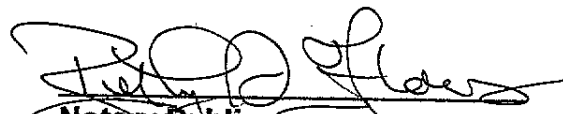

J. MICHAEL GROFF, JR.,
Incorporator

STATE OF FLORIDA
COUNTY OF Hillsborough

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared J. Michael Groff, Jr., known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have set my hand and seal in the State and County above, this 23 day of August 2000.

 Bethany Dian Flores
My Commission CC893348
Expires January 02, 2004


Notary Public
Bethany D. Flores

**CERTIFICATE DESIGNATING REGISTERED AGENT AND
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF AGENT
UPON WHOM PROCESS MAY BE SERVED**


In compliance with Section 48.091 and 607.034, Florida Statutes, the following is submitted:

FIRST that JMG Studios desiring to organize and qualify under the laws of the State of Florida, with its principal place of business at 11305 Cypress Drive, Tampa, Florida 33617, and that J. Michael Groff, Jr. is designated as its agent to accept service of process within the State of Florida.

Dated: August 23, 2000


J. MICHAEL GROFF, JR.,
Incorporator

Having been named to accept service of process for the above named corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.


J. MICHAEL GROFF, JR.
Incorporator

00 SEP -7 AM 11:49
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

FILED