

PO0000091972

DEAR SIR:

PLEASE FIND ENCLOSED ARTICLES OF INCORPORATION FOR DREAM
GIRLS ENTERTAINMENT, INC. THE PHONE NUMBER IS
(904) 772-0075.

PLEASE FIND ALSO ENCLOSED A CHECK FOR \$ 78.75 FOR THE
FILING FEE AND ADDITIONAL FEE FOR A STAMPED COPY TO BE
RETURNED TO ME.

EFFECTIVE DATE
10/1/66

SINCERELY,

Barbara M. Crager

BARBARA M. CRAGER
VICE PRESIDENT

100003405031--9
-09/26/00--01030--005
*****78.75 *****78.75

MAILING ADDRESS: BARBARA M. CRAGER
5645 TAMPICO RD.
JACKSONVILLE, FL. 32244

FILED
00 SEP 26 AM 9:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Feb 9/29

EFFECTIVE DATE
10/1/00

FILED
00 SEP 26 AM 9:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
DREAM GIRLS ENTERTAINMENT, INC.

UNDERSIGNED INCORPORATOR OF THESE ARTICLES OF INCORPORATION
IS A NATURAL PERSON COMPETENT TO CONTRACT AND HEREBY FORMS A
CORPORATION FOR PROFIT UNDER THE GENERAL CORPORATION ACT AND
OTHER LAWS OF THE STATE OF FLORIDA.

ARTICLE I. NAME

THE NAME OF THIS CORPORATION IS DREAM GIRLS ENTERTAINMENT, INC.

ARTICLE II. COMMENCEMENT

THIS CORPORATION WILL EXIST EFFECTIVE OCTOBER 1, 2000.

ARTICLE III. DURATION

THIS CORPORATION IS TO EXIST PERPETUALLY.

ARTICLE IV. PURPOSE

THIS CORPORATION IS ORGANIZED FOR THE PURPOSE OF TRANSACTING
ANY OR ALL LAWFUL BUSINESS.

ARTICLE V. CORPORATION POWERS

THIS CORPORATION SHALL HAVE THE POWER TO DO ANYTHING NECESSARY
AND PROPER FOR THE ACCOMPLISHMENT OR FURTHERANCE OF ANY PURPOSES
OR OBJECTS OF THIS CORPORATION ENUMERATED IN THESE ARTICLES OF
INCORPORATION, OR ANY AMENDMENT THEREOF, NECESSARY OR INCIDENTAL
TO THE ACCOMPLISHMENT OR FURTHERANCE OF THE PURPOSES OR OBJECTS
OF THIS CORPORATION AND TO HAVE, IN FURTHERANCE OF THE CORPORATE
PURPOSE, ALL OF THE POWERS CONFERRED UPON CORPORATIONS ORGANIZED
UNDER THE FLORIDA GENERAL CORPORATION ACT.

ARTICLE VI. CAPITAL STOCK

THE MAXIMUM NUMBER OF SHARES OF STOCK THAT THIS CORPORATION IS
AUTHORIZED TO ISSUE IS 100 SHARES OF COMMON STOCK HAVING A PAR

VALUE OF \$ 1.00 PER SHARE. THE BOARD OF DIRECTORS IS AUTHORIZED TO ISSUE "SECTION 1244 STOCK" AS DEFINED BY SECTION 1244 OF THE INTERNAL REVENUE CODE.

ARTICLE VII. INITIAL PRINCIPAL OFFICE, REGISTERED OFFICE AND AGENT

THE ADDRESS OF THE PRINCIPAL OFFICE OF THE CORPORATION IS 5645 TAMPICO RD., JACKSONVILLE, FL. 32244; THE INITIAL REGISTERED OFFICE OF THE CORPORATION IS 5645 TAMPICO RD., JACKSONVILLE, FL. 32244; AND THE NAME OF THE INITIAL REGISTERED AGENT AT THAT ADDRESS IS BARBARA M. CRAGER THE STOCKHOLDERS SHALL HAVE THE POWER TO ESTABLISH BRANCH OFFICES, AND TO MOVE THE PRINCIPAL OFFICE TO ANY OTHER ADDRESS IN FLORIDA.

ARTICLE VIII. INCORPORATOR

THE NAME AND ADDRESS OF THE PERSONS SIGNING THESE ARTICLES ARE:

DAWN DITTMAN

10852 PINE ESTATES RD. E.

JACKSONVILLE, FL. 32218

BARBARA M. CRAGER

5645 TAMPICO RD.

JACKSONVILLE, FL. 32244

ARTICLE IX. MANAGEMENT OF CORPORATION BY SHAREHOLDERS

ALL CORPORATE POWERS SHALL BE EXERCISED BY OR UNDER THE AUTHORITY OF, AND THE BUSINESS AND AFFAIRS OF THIS CORPORATION SHALL BE MANAGED UNDER THE DIRECTION OF, THE SHAREHOLDERS OF THIS CORPORATION.

ARTICLE X. CALLING OF SPECIAL MEETINGS

SPECIAL MEETINGS OF SHAREHOLDERS OF THIS CORPORATION SHALL HAVE

THE SOLE POWER TO ADOPT, AMEND OR REPEAL BY-LAWS FOR THE
MANAGEMENT OF THIS CORPORATION, AND THE DUTIES OF THE OFFICERS
SHALL BE PRESCRIBED BY SUCH BY-LAWS.

ARTICLE XI. INITIAL DIRECTORS

THE NAMES AND POST OFFICE ADDRESSES OF THE MEMBERS OF THE FIRST
BOARD OF DIRECTORS OF THIS CORPORATION ARE:

1> DAWN DITTMAN : 10852 PINE ESTATES RD. E.

JACKSONVILLE, FL. 32218

2> BARBARA M. CRAGER: 5645 TAMPICO RD.

JACKSONVILLE, FL. 32244

ARTICLE XII. INITIAL OFFICERS AND SUBSCRIBERS

THE NAMES AND POST OFFICE ADDRESSES OF THE OFFICERS WHO ARE TO
SERVE UNTIL THE FIRST ELECTION UNDER THE ARTICLES OF
INCORPORATION ARE AS FOLLOWS:

PRESIDENT: DAWN DITTMAN: 10852 PINE ESTATES RD. E.

JACKSONVILLE, FL. 32218

VICE PRESIDENT/TREASURER: BARBARA M. CRAGER: 5645 TAMPICO RD.

JACKSONVILLE, FL. 32244

ARTICLE XIII. AMENDMENT

THESE ARTICLES OF INCORPORATION MAY BE AMENDED IN THE MANNER
PROVIDED BY LAW.

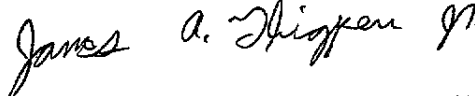
IN WITNESS WHEREOF THE UNDERSIGNED SUBSCRIBER HAS EXECUTED
THESE ARTICLES OF INCORPORATION ON OCTOBER 1, 2000.

Dawn Dittman
DAWN DITTMAN

James A. Shippen Jr.
WITNESS

IN WITNESS WHEREOF THE UNDERSIGNED SUBSCRIBER HAS EXECUTED
THESE ARTICLES OF INCORPORATION ON **OCTOBER 1, 2000.**


BARBARA M. CRAGER


WITNESS

CERTIFICATE 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 FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED
IN COMPLIANCE WITH SAID ACT:

FIRST, THAT **DREAM GIRLS ENTERTAINMENT, INC.**, DESIRING TO ORGANIZE
UNDER THE LAWS OF THE STATE OF FLORIDA WITH ITS PRINCIPAL OFFICE,
AS INDICATED IN THE ARTICLES OF INCORPORATION AT THE CITY OF
JACKSONVILLE, FL., HAS NAMED:

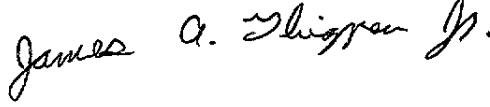
BARBARA M. CRAGER
LOCATED AT:
5645 TAMPICO RD.
JACKSONVILLE, FL. 32244

AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THIS STATE.

ACKNOWLEDGMENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE,
I HEREBY ACCEPT TO ACT IN THIS CAPACITY.


BARBARA M. CRAGER


WITNESS