

Richard T. Catalano, P.A.

Attorney at Law

727•343•1747

Fax 727•345•3628

Pol000052011

May 16, 2001

Secretary of State
Div. of Corporations
Attn.: New Filings
P.O. Box 6327
Tallahassee, FL 32314

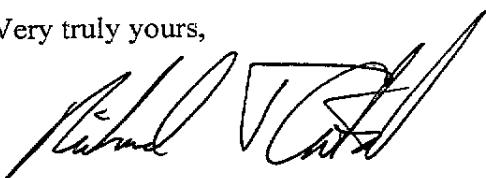
600004262556--0
-05/18/01-01038-001
*****78.75 *****78.75

Re: Advanced Entertainment Solutions, Inc.

Dear Sir or Madam:

Please file the enclosed Articles of Incorporation and send me a certificate of registration for the above client. I have enclosed an extra copy of the Articles which I request be stamped as filed and returned to me along with the certificate of registration. My client's check in the sum of \$78.75 is enclosed. Thank you.

Very truly yours,



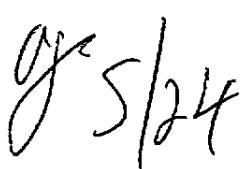
Richard T. Catalano
encl.

cc: Mark A. Siler

FILED

01 MAY 18 PM 3:43

SECRETARY OF STATE
TALLAHASSEE, FLORIDA



**ARTICLES OF INCORPORATION
OF
ADVANCED ENTERTAINMENT SOLUTIONS, INC.**

The undersigned incorporator to these Articles of Incorporation hereby forms a corporation under the laws of the State of Florida as follows:

ARTICLE I - NAME

The name of the corporation is Advanced Entertainment Solutions, Inc.

ARTICLE II - TERM OF EXISTENCE

The date when corporate existence shall commence shall be the date of the filing of these Articles of Incorporation by the Office of the Secretary of State of the State of Florida and the corporation shall have perpetual existence thereafter.

ARTICLE III - PURPOSES

This corporation is organized for any and all lawful purposes.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue one hundred (100) shares of one dollar (\$1.00) par value common stock which shall all be of one class of Common shares.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock or authorized but unissued stock of this corporation of the same kind, class or series as that which he or she already holds, shall have the right to purchase his or her pro-rata share (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 at 5999 Central Avenue, Suite 103, St. Petersburg, Florida, 33710, and the name of the initial registered agent of this corporation at that address is Richard T. Catalano, Esq.

ARTICLE VII - 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.

01 MAY 18 PM 3:43
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VIII - INCORPORATOR

The name and street address of the incorporator signing these Articles of Incorporation is Mark A. Siler, 742 2nd Avenue South, Suite 200, St. Petersburg, Florida 33701.

ARTICLE IX - INDEMNIFICATION

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

ARTICLE X - AMENDMENT OF ARTICLES

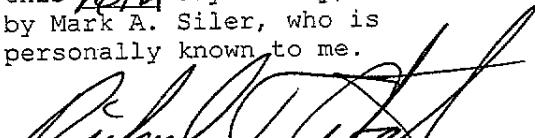
This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 10th day of May, 2001.



Mark A. Siler

SWORN TO AND SUBSCRIBED before me
this 10th day of May, 2001,
by Mark A. Siler, who is
personally known to me.


Notary Public-State of Florida

My Commission Expires:



Richard T. Catalano
MY COMMISSION # CC697292 EXPIRES
November 18, 2001
BONDED THRU TROY FAIN INSURANCE, INC

**CERTIFICATE DESIGNATING REGISTERED AGENT
AND STREET ADDRESS FOR SERVICE OF
PROCESS WITHIN FLORIDA**

FILED

01 MAY 18 PM 3:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Florida Statute 48.091, Advanced Entertainment Solutions, Inc., desiring to organize under the laws of the State of Florida, hereby designates Richard T. Catalano, Esq., 5999 Central Avenue, Suite 103, St. Petersburg, Florida, 33710, as its registered agent to accept service of process within the State of Florida.



Mark A. Siler
Advanced Entertainment Solutions, Inc.

ACCEPTANCE BY REGISTERED AGENT

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



Richard T. Catalano, Esq.