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LAW OFFICES OF
JOHN STEMBERGER
A Professional Association

4853 SOUTH ORANGE AVENUE
SUITE C
ORLANDO, FLORIDA 32806
www.OrlandoLawyer.tv

John T. Stemberger
Attorney & Counselor at Law
Lisa Shuck
Paralegal

TELEPHONE (407) 251-1957
FACSIMILE (407) 251-0023

Civil Trial Practice
Personal Injury & Wrongful Death
Commercial Litigation
Business Law

August 2, 2001

Department of State
Division of Corporations
Corporate Records Bureau
Post Office Box 6327
Tallahassee, FL 32301

FILED
01 AUG 10 AM 9:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: B3 DIGITAL STUDIOS, INC.

Dear Sir/Madam:

Enclosed is an original and one copy of the Articles of Incorporation of the above-named corporation. In addition, a check in the amount of \$70.00 is enclosed which represents the following fees:

Filing Fee: \$35.00
Registered Agent Fee: \$35.00

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*****70.00 *****70.00

Please file the original of the enclosed Articles of Incorporation and return the copy stamped with the filing date to the undersigned in the self-addressed stamped envelope provided.

Sincerely,

John T. Stemberger

JTS:ls
Enclosures

FILED

01 AUG 10 AM 9:15

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
B3 DIGITAL STUDIOS, INC.**

The undersigned, acting as incorporator of this corporation under the Florida General Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of this corporation is: B3 DIGITAL STUDIOS, INC.

ARTICLE II - ADDRESS

The principle address of the corporation is: 527 Queens Mirror Circle, Casselberry, FL 32707.

ARTICLE III - DURATION

This corporation shall have a perpetual existence.

ARTICLE IV - PURPOSE

This corporation is organized for the following purposes: to engage in any business lawful under the laws of the United States and the State of Florida.

ARTICLE V - AUTHORIZED SHARES OF CAPITAL STOCK

Number. The aggregate number of shares that the corporation shall have the authority to issue is 100 shares of Capital Stock with a par value of \$1.00 per share.

Initial issue. 100 shares of the Capital Stock of the corporation shall be issued for cash at a par value of \$1.00 per share.

Stated capital. The sum of the par value of all shares of Capital Stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time.

Dividends. The holders of the outstanding Capital Stock shall be entitled to receive, when

and as declared by the board of Directors, dividends payable either in cash, in property, or in shares of the Capital Stock of the corporation.

No classes of stock. The shares of the corporation are not to be divided into classes.

No share in series. The corporation is not authorized to issue shares in series.

Number of shares. Nothing in these Articles shall prevent the majority of shareholders from creating a greater number of shares or increasing the value of existing shares.

Division of shares. The 100 shares of stock shall be divided among the below Directors of the corporation as follows:

William M. Hufford 40 Shares

Colleen S. Hufford 20 Shares

Robert Swanson 20 Shares

Brian B. Wells 20 Shares

ARTICLE VI - REGISTERED OFFICE AND AGENT

The address of this corporation's registered office is 4853 S. Orange Avenue, Suite C, Orlando, Florida 32806. The name of its registered agent is JOHN STEMBERGER, ESQUIRE, whose address is 4853 S. Orange Avenue, Suite C, Orlando, Florida 32806.

ARTICLE VII - BOARD OF DIRECTORS

The corporation shall have four directors. The number of directors may be either increased or decreased from time to time by an amendment to the bylaws of the corporation in the manner provided by law, but shall never be less than one.

The names and addresses of the directors of this corporation are:

PRESIDENT AND CEO
WILLIAM M. HUFFORD
527 Queens Mirror Circle
Casselberry, FL 32707

SENIOR VICE PRESIDENT
ROBERT SWANSON
1605 Ison Lane
Ocoee, FL 34761

SECRETARY/TREASURER
COLLEEN S. HUFFORD
527 Queens Mirror Circle
Casselberry, FL 32707

SENIOR VICE PRESIDENT
BRIAN B. WELLS
16845 Omega Court
Monte Verde, FL 34756

ARTICLE VIII - INCORPORATOR

The name address of the incorporator signing these Articles of Incorporation is: William M. Hufford, 527 Queens Mirror Circle, Casselberry, FL 32707.

ARTICLE IX - INFORMAL ACTION OF THE DIRECTORS

If all of the directors consent in writing to any action taken or to be taken by the corporation, and evidence of their consent is filed with the secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

ARTICLE X - INFORMAL ACTION OF THE SHAREHOLDERS

Any action of the shareholders may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the shareholders entitled to vote on such action at a meeting and filed with the secretary of the corporation as part of the corporation records.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation in the State of Florida this 31 day of July, 2001.

William M Hufford
WILLIAM M. HUFFORD

STATE OF FLORIDA

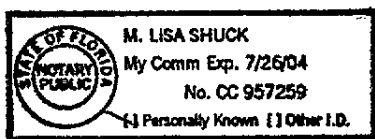
COUNTY OF ORANGE

Before me, the undersigned authority, personally appeared William Hufford who is to me well known to be the person described in and who executed the foregoing Articles of Incorporation as the incorporator, and he acknowledged to and before me that he executed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Orlando in the said County and State this 31st day of July, 2001

M Lisa Shuck
Notary Public

My commission expires: 7-26-04

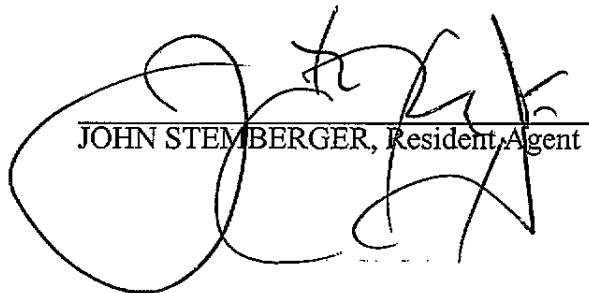


**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First, that B3 Digital Studios, Inc. organized under the laws of the State of Florida with its office, as indicated in the Amended Articles of Incorporation at the City of Orlando, County of Orange, State of Florida, has named JOHN STEMBERGER, ESQUIRE, 4853 S. Orange Avenue, Suite C, City of Orlando, County of Orange, State of Florida, as its agent to accept service of process within this State.

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, and agree to comply with the provision of said Act relative to keeping open said office.


JOHN STEMBERGER, Resident Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA