

PO2000034799

March 15, 2002

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32301

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-03/25/02--01049--009
*****78.75 *****78.75

Subj: Incorporation of Next Episode, Inc.

Enclosed please find the following:

1. The original and one copy of the Articles of Incorporation for the subject corporation. Please certify one copy and return it to the undersigned.
2. My check in the amount of \$78.75 to cover the filing fee.
3. Designation of Resident Agent.

Kindly acknowledge filing of theses Articles of Incorporation, in compliance with Florida law and return the certified copy of the Articles of Incorporation to the undersigned at 8646 N. Atlantic Ave., Cape Canaveral, FL. 32920.

If there are any questions concerning this filing, please contact me at (321) 784-8992.

Thank you for your assistance in this matter.

Sincerely,


Julian G. Cook

FILED
02 MAR 25 AM 8:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

G. BULLOCK APR 01 2002

ARTICLES OF INCORPORATION

OF

Next Episode, Inc.

ARTICLE I. NAME

The name of this corporation is

Next Episode, Inc.

ARTICLE II. DURATION

This corporation shall have perpetual existence.

ARTICLE III. PURPOSE

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

ARTICLE IV. CAPITAL STOCK

This corporation is authorized to issue 100 shares of \$1.00 par value common stock, which shall be designated "common shares".

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he/she already holds, shall have the right to purchase his/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.

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TALLAHASSEE, FLORIDA

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The address of the initial registered office of this corporation is 8646 N. Atlantic Ave., Cape Canaveral, FL. 32920, and the name of the initial registered agent of the corporation at that address is Julian G. Cook.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

This corporation shall have two director(s) initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The name(s) and address(s) of the initial director(s) of this corporation are:

Julian G. Cook
P.O. Box 561115
Rockledge, FL 32956

Robert M. Brown IV
8646 N. Atlantic Ave
Cape Canaveral, FL. 32920

ARTICLE VIII. PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of the corporation is located at 8646 N. Atlantic Ave., Cape Canaveral, Brevard County, FL. 32920.

ARTICLE IX INCORPORATOR

The name and address of the person signing these articles is:

Julian G. Cook
P.O. Box 561115
Rockledge, FL. 32956.

ARTICLE X. AMENDMENTS

This corporation reserves the right to amend or appeal 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.

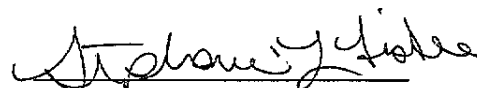
IN WITNESS WHEREOF the undersigned subscriber has executed these articles of incorporation on this 22nd day of March 2002.


Julian G. Cook

STATE OF FLORIDA
COUNTY OF BREVARD

I HEREBY CERTIFY that on this day, before me a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared as subscriber in and who executed the foregoing Articles of Incorporation, and who acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above this 22nd day of March 2002.


Notary Public



DESIGNATION
AS
REGISTERED AGENT

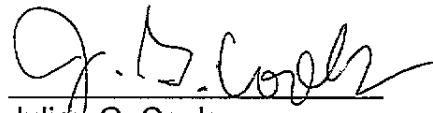
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

Next Episode, Inc. desiring to organize under the laws of the State of
Florida, with its principal office at 8646 N. Atlantic Ave., Cape Canaveral, FL.
32920, has named Julian G. Cook, located at P.O. Box 561115, Rockledge, FL.
32956, as it's agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above named
Corporation, at the place designated in this certificate; the undersigned agrees to
act in this capacity, relative to keeping the designated office open.


Julian G. Cook
Registered Agent