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(Requestor's Name)

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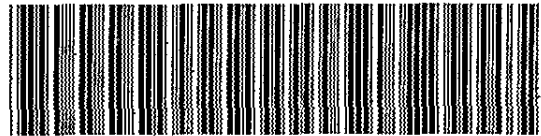
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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04/29/03--01030--007 **78.75

EFFECTIVE DATE

05-01-03

FILED

03 APR 29 PM 1:37

SECURITY & COMPLIANCE
FALL RIVER, MA 01931



Alan D. Henderson
Frank R. Keasler Jr.

April 25, 2003

Robert H. Sturgess
Douglas R. Maxwell

VIA CERTIFIED MAIL RETURN RECEIPT REQUESTED
NUMBER: 70020460000145940716

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Re: Univirtual Multimedia, Inc.

Dear Madam/Sir:

Enclosed for filing are the Articles of Incorporation and Designation of and Acceptance by Registered Agent regarding the above referenced corporation. In this regard, please accept our firm's check in the amount of \$78.75 for filing fees as follows:

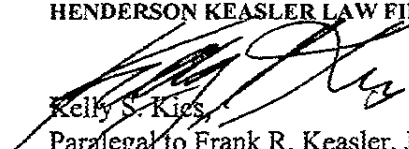
Articles of Incorporation:	\$35.00
Designation of Registered Agent:	35.00
Certified Copy of Articles of Incorporation:	<u>8.75</u>

TOTAL: \$ 78.75

Please acknowledge receipt of these documents by date stamping the enclosed copy of this letter and returning same with the Certified Copy of the Articles of Incorporation.

If you have any questions in this regard contact our firm.

Sincerely,
HENDERSON KEASLER LAW FIRM


Kelly S. Kies,
Paralegal to Frank R. Keasler, Jr., Esq.

KK/k

Enclosures

cc: Univirtual Multimedia, Inc.

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EXECUTION COPY

ARTICLES OF INCORPORATION

OF

UNIVIRTUAL MULTIMEDIA, INC.

The undersigned hereby files these Articles of Incorporation for the purpose of becoming a corporation for profit under the laws of the State of Florida.

EFFECTIVE DATE

05-01-03

ARTICLE I.

The name of the Corporation shall be: **UNIVIRTUAL MULTIMEDIA, INC.**

ARTICLE II.

The general nature of the businesses to be transacted by the Corporation shall be generally to conceptualize, create, promote and market various video and electronic media and interactive mediums for production and publication of sporting, entertainment and corporate events, games and brand properties and by utilizing various forms of media to record, broadcast and sell exclusive publication presentations and broadcasts thereof, and to participate generally in the application and marketing of individual personalities and accomplished talent towards the creation of said video, electronic and interactive events, medium and shows.

IN GENERAL, and in connection with the foregoing, the Corporation shall enjoy and may use, exercise and apply all the powers of like corporations conferred by the corporation laws of the State of Florida.

ARTICLE III.

The maximum number of shares of capital stock that the Corporation is authorized to have outstanding at any time shall be fifty thousand (50,000) shares of Class A Voting Common Stock with a par value of One Cent (\$.01) per share, and fifty thousand (50,000) shares of Class B Non-Voting Common Stock with a par value of One Cent (\$.01) per share. All stock issued shall be paid fully and non-assessable.

ARTICLE IV.

The principal office of this Corporation shall be 4309 Pablo Oaks Court, Suite Five, Jacksonville, FL 32224.

ARTICLE V.

The street address of the initial registered office of this Corporation in Florida shall be Henderson Keasler Law Firm, P.A., 4309 Pablo Oaks Court, Suite Five, Jacksonville, Florida 32224, and its initial

registered agent at that address shall be **Frank R. Keasler, Jr.** The registered office and registered agent of the Corporation may be changed from time to time upon notification to the proper authorities.

ARTICLE VI.

The number of the Directors of this Corporation shall not be less than one (1) or more than seven (7) as fixed from time to time by the provisions of the Bylaws.

ARTICLE VII.

The name of the subscriber of these Articles of Incorporation is Frank R. Keasler, Jr. whose street address is 4309 Pablo Oaks Court, Suite Five, Jacksonville, Florida 32224

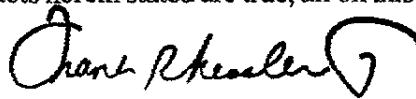
ARTICLE VIII.

This Corporation reserves the right to amend, alter, change or repeal any provisions contained herein in the manner now or hereafter prescribed by law, and all rights conferred on Shareholders herein are granted subject to this reservation.

ARTICLE IX.

The date corporate existence begins shall be May 1, 2003. This election is pursuant to Florida Statute 607.0203.

IN WITNESS WHEREOF, the undersigned subscribing Incorporator executed these Articles of Incorporation for the purpose of forming this Corporation under the laws of the State of Florida, and does hereby make, subscribe, acknowledge and file in this office of the Secretary of State, State of Florida, these Articles of Incorporation and do certify the facts herein stated are true, all on this 25th day of April, 2003.



FRANK R. KEASLER, JR.

**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 Section 607.0501 of the Florida Statutes, the following is submitted in compliance with the Florida Business Corporation Act:

UNIVIRTUAL MULTIMEDIA, INC., desiring to organize under the Laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation in Jacksonville, Duval County, State of Florida, named **Frank R. Keasler, Jr.**, located at Henderson Keasler Law Firm, P.A., 4309 Pablo Oaks Court, Suite Five, Jacksonville, Duval County, Florida 32224, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Being named to accept service of process for the above stated Corporation at place designated in this certificate, and being familiar with the duties and responsibilities as registered agent for said Corporation, I hereby agree to act in this capacity and to comply with the provisions of said Act.



By: Frank R. Keasler, Jr., Registered Agent

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FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA