

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: To Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

RE: DVD Arts, Inc.

95000008095

	C. FEE.	DISBURSED
_____ Corp. Record Search		
_____ Ltd. Partnership File		
_____ Foreign Corp. File		
_____ (Cert. Copy(s))		
_____ Art. of Amend. File		
_____ Dissolution/Withdrawal		
_____ C U S-		
_____ Fictitious Name File		
_____ Name Reservation		
_____ Annual Report/Reinstatement		
_____ Reg. Agent Service		
_____ Document Filing		
_____ Corporate Kit		
_____ Vehicle Search		
_____ Driving Record		
_____ Document Retrieval		
_____ UCC 1 or 3 File		
_____ UCC 11 Search		
_____ UCC 11 Retrieval		
_____ File No.'s, _____ Copies		
_____ Courier Service		
_____ Shipping/Handling		
_____ Phone ()		
_____ Top Priority		
_____ Express Mail Prep.		
_____ FAX () pgs.		

SUBTOTALS

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$

JAN 31 1995 BSE

REQUEST TAKEN CONFIRMED APPROVED
 DATE _____
 TIME _____ CK No. _____
 BY AAK

WALK-IN Will Pick Up 131 8200

Please remit Invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection

ARTICLES OF INCORPORATION

OF

OYD ARTS, INC.

FILED
95 JAN 31 PM 2:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I: NAME

The name of the corporation shall be OYD ARTS, INC.

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be 4441 Park Blvd., Pinellas Park, FL 34665.

ARTICLE III: CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is one hundred thousand (100,000) shares having a par value of no par per share.

ARTICLE IV: INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is
Cyrus Cox, 174 W. Comstock Ave., Winter Park, FL 32789.

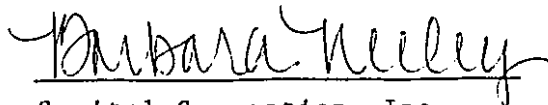
ARTICLE V: INCORPORATOR

The name and address of the incorporator of these Articles
of Incorporation is Capital Connection, Inc., 417 E.
Virginia St., Suite 1, Tallahassee, FL 32301.

ARTICLE VI: INITIAL BOARD OF DIRECTORS

The name and address of the member of the initial Board of
Directors of the corporation is Thomas Patrick McGee, 4441 Park
Blvd., Pinellas Park, FL 34665.

The undersigned has executed these Articles of Incorporation this
31st day of January, 1995.



Capital Connection, Inc.

Barbara Neeley - President
Incorporator

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLE OF INCORPORATION

OYD ARTS, INC., a Florida corporation
authorized to transact business in this State, having a business
office at 4441 Park Blvd., Pinellas Park, FL 34665

and having been designated as the
Registered Agent in the above and foregoing Articles, is familiar
with and accepts the obligations of the position of Registered
agent under Section 607.0505, Florida Statutes.

BY: Cyrus A. R.

FILED
05 JAN 31 PM 2:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA