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WALZER & ASSOCIATES, INC.
A Professional Accounting Firm
8507 Forest City Road
Orlando, Florida 32810
(407) 299-1040 FAX (407) 298-3849

FEBRUARY 20, 1995

SECRETARY OF STATE
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

FILED
95 FEB 24 PM 11:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RE: HELIMEDIA, INC.

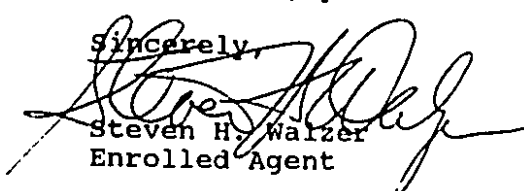
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***122.50 ***122.50

Dear Sir:

Enclosed please find the Articles of Incorporation and Certificate designating place of business and registered agent with regard to the above-referenced company. This is a new, for-profit corporation doing business in the State of Florida. It is my understanding that the filing fee is \$35.00, the registered agent fee is \$35.00, and the fee for obtaining a certified copy of the Articles of Incorporation is \$52.50. Therefore, I am enclosing a check in the amount of \$122.50 to cover these costs.

Thank you in advance for your assistance in this matter, and should you have any questions or if I can provide you with any additional information, please do not hesitate to contact me.

Sincerely,


Steven H. Walzer
Enrolled Agent

SHW/ks
Enclosures

EFFECTIVE DATE
Feb 22 95

SHW
2-27

ARTICLES OF INCORPORATION
OF

HELIMEDIA, INC.

ARTICLE I - NAME

The name of this Corporation is HELIMEDIA, INC. the address is 1657 Kirkman Rd., Apt.#363, Orlando, Florida 32811.

ARTICLE II - DURATION

This Corporation shall commence its existence on the 22nd day of FEBRUARY, 1995 with the filing of these Articles with the Secretary of State.

ARTICLE III - PURPOSE

This Corporation may engage in or transact any or all lawful activities or businesses permitted under the laws of the United States, the state of Florida, or any other state, country, territory, or nation.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue One Thousand (1000) shares of One Dollar (\$ 1.00) par value common stock which shall be designated "Common Shares".

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ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 1657 Kirkman Rd., Apt.#363, Orlando, Florida 32811, and the name of the initial registered agent of this Corporation at that address is MICHAEL G. SMITH.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This Corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time by the By-Laws but shall never be less than one (1). The name and address of the initial director of this Corporation is:

MICHAEL G. SMITH
1657 KIRKMAN ROAD
APT.#363
ORLANDO, FLORIDA 32811

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


MICHAEL G. SMITH
1657 KIRKMAN ROAD
APT.#363
ORLANDO, FLORIDA 32811

ARTICLE VII - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment to them, and any rights conferred upon the shareholders

is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber have executed these Articles of Incorporation on this 22ND day of FEBRUARY, 1995.


MICHAEL G. SMITH

ACKNOWLEDGMENT

STATE OF FLORIDA

COUNTY OF ORANGE

I HEREBY CERTIFY that on this 22ND day of FEBRUARY, 1995, personally appeared before me, the undersigned officer duly authorized to administer oaths and take acknowledgments, MICHAEL G. SMITH, to me well known and known to be the person who executed the foregoing Articles of Incorporation, HELIMEDIA, INC., and he acknowledged that he signed and executed the same for the purpose therein stated.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Orlando, in said County and State, this 22 day of FEBRUARY, 1995.




STEVEN H. WALZER
My Comm Exp. 7/12/96
Bonded By Service Ins
No. CC209900
11 Per. Serv. By Comm 11 Other L.D.


NOTARY PUBLIC-STATE OF FLORIDA

CERTIFICATE DESIGNATING PLACE OF BUSINESS OF DOMICILE FOR THE
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS
MAY BE SERVED.

IN COMPLIANCE with Section 48.091 of the Florida Statutes, the
following is submitted:

First that HELIMEDIA, INC. desiring to organize or qualify
under the Laws of the State of Florida, its principal place of
business in the City of Orlando, Florida has
named MICHAEL G. SMITH, 1657 Kirkman Rd., Apt.#363, Orlando,
Florida 32811 as its agent to accept service of process
within Florida.



MICHAEL G. SMITH

Date: 22nd FEBRUARY 1995

FILED
95 FEB 24 11:25
TALLAHASSEE
SECRETARY OF STATE

ACCEPTANCE

Having been named to accept service of process for the above-named
Corporation at the place designated in this Certificate, 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.


MICHAEL G. SMITH

Date: 22nd FEBRUARY 1995

STATE OF FLORIDA

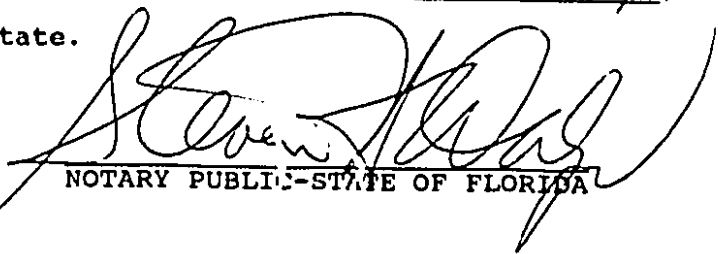
COUNTY OF ORANGE

SWORN TO AND SUBSCRIBED before me this 22 day of FEBRUARY,
1995, in said County and State.



STEVEN H. WALZER
My Comm Exp. 7/12/96
Bonded By Service Ins
No. CC209900

11/1/95 11/1/96


NOTARY PUBLIC-STATE OF FLORIDA