



THE COMPANY CORPORATION

Three Christina Centre • 201 N Walnut Street • Wilmington, Delaware 19801 • Telephone (302) 575-0440 • Fax (302) 575-1346

February 23, 1995

P9500020172

Corporate Records Bureau
Division of Corporations
P.O. Box 6827
Tallahassee, FL 32304

700001427387
-03/13/95--01016--0113
*****70.00 *****70.00

RE: Mind Media Labs Inc.
P3278911MIALL

Dear Sir or Madam:

Enclosed please find Articles of Incorporation, Agent Acceptance and our check(es) in the amount of \$70.00 for Mind Media Labs Inc.

Please file at your earliest convenience and return confirmation to my attention at the address which is listed above.

Please feel free to contact me directly at 1-302-575-0440, ext. 208 with questions regarding the enclosed application.

Sincerely,

Kimberly Andras
Kimberly Andras

enc.

FILED
95 MAR 10 PM 2:21
SECRETARY OF STATE
TALLAHASSEE, FL 32304

L. BROWN MAR 13 1995

ARTICLES OF INCORPORATION
OF
Mind Media Labs, Inc.

FILED
95 MAR 10 PM 2:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned natural person(s), of the age of 21 or more, acting to form a corporation under the corporate laws of the state of Florida do hereby certify the following:

FIRST: The name of the corporation shall be Mind Media Labs, Inc.

SECOND: The address of the initial registered office of the corporation is 1155 Louisiana Ave., Suite 209; Winter Park FL 32789, County of Orange. The name of the registered agent located at said address is Thomas R. Allen.

THIRD: The principal address of the corporation is 1155 Louisiana Ave., Suite 109; Winter Park FL 32789.

FOURTH: The purpose for which this corporation is organized shall be to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

FIFTH: The total authorized stock of this corporation is divided into 2000 shares of no par value.

SIXTH: The number of directors constituting the initial board of directors is five, and the name(s) and address(es) who will serve as directors until the first annual meeting of shareholders or until their successors are as follows:

Gayle G. Scott, Thomas R. Allen, Frank Andrasik, Tom Budzinski, and Karen Trocki, all of 1155 Louisiana Ave., Suite 109; Winter Park FL 32789

SEVENTH: The duration of the corporation is perpetual.

EIGHT: This is Close Corporation.

NINTH: The name(s) and address(es) of the persons who are to act as incorporator(s) are as follows:

Kimberly Andras c/o The Company Corporation
Three Christina Centre, 201 N. Walnut St., Wilmington DE 19801

We (I), the undersigned, being all the incorporators of the corporation identified above, declare that we have examined the foregoing this 23rd day of February, 1995.

Kimberly Andras

State of Delaware

County of New Castle

THE FOREGOING instrument was acknowledged and sworn to before me this 23rd day of February, 1995 by Kimberly Andras.

SUSAN M. GRIFFIN
NOTARY PUBLIC-DELAWARE
Appointed October 6, 1994 Notary Public

Term 2 Years
This document was prepared by Kimberly Andras, Three Christina Centre, 201 N. Walnut Street, Wilmington DE 19801 (302) 575-0440

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICLE FOR
THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON
PROCESS MAY BE SERVED.**

In compliance with Section 43.091, Florida Statutes, the following is
submitted:

First, this Mind Media Labs, Inc.
desiring to organize under the laws of the state of Florida with its principal place of
business located in the city of Winter Park, State of
Florida, has named Thomas R. Allen located at
1155 Louisiana Ave Ste 109
Winter Park FL 32789 as its agent for service of
process within Florida.

Having been named to accept service of process for the above stated
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.

Thomas R. Allen

2/14/95
Date