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MEYER, SMITH & OLNEY
PROFESSIONAL ASSOCIATION
1541 FOURTH STREET NORTH • P.O. BOX 27
ST. PETERSBURG, FLORIDA 33731
(813) 822-4929

• PETER N. MEYER
• WALTER E. SMITH
• CHRISTOPHER L. "SKIP" OLNEY II

• BOARD CERTIFIED
CIVIL TRIAL LAWYERS
† FORMER ASSISTANT
STATE ATTORNEY
FAX (813) 821-7140

April 12, 1995

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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****122.50 ****122.50

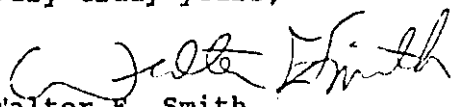
Re: MEGALODON MULTI-MEDIA, INC.

Dear Sir/Madam:

Enclosed please find the original and one copy of the Articles of Incorporation for the above referenced matter. Please file the original and file stamp the copy and return to the undersigned. A check for \$122.50 is enclosed for costs of the same.

Please call me should you have any questions regarding the enclosure. Thank you for your attention to this matter.

Very truly yours,


Walter E. Smith

WES:rlg
enclosures

cc: Karen Carr

RECEIVED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
APR 17 PM 4:03
4/20

ARTICLES OF INCORPORATION
OF
MEGALODON MULTIMEDIA, INC.

The undersigned, for the purpose of forming a corporation for profit under the Florida General Corporation Act hereby adopt the following Articles of Incorporation:

ARTICLE ONE

The name of this corporation shall be **MEGALODON MULTIMEDIA, INC.**

ARTICLE TWO

The term of existence of this corporation shall be perpetual.

ARTICLE THREE

The corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE FOUR

The aggregate number of shares that the corporation has authority to issue is SEVEN THOUSAND FIVE HUNDRED (7,500) all of which shall be common shares with par value of ONE DOLLAR (\$1.00) per share.

ARTICLE FIVE

Authorized capital stock may be paid for in cash, services or property, at a just and fair value to be fixed by the Board of Directors of this corporation at any regular or special meeting.

Each shareholder of any class of stock of this corporation shall be entitled to full preemptive rights to purchase any unissued or treasury shares of the corporation and any securities of the corporation convertible into or carrying a right to subscribe to or to acquire any unissued or treasury shares.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
APR 17 PM 4:03

ARTICLE SIX

The name of the initial registered agent and the street address of the initial registered office of the corporation is:

Walter E. Smith, Esq.
1301 4th Street North
St. Petersburg, FL 33701

ARTICLE SEVEN

The street address of the principal office of the corporation is:

3025 6th Avenue North
St. Petersburg, FL 33713

ARTICLE EIGHT

The name and address of the first Board of Directors are:

Karen De Lucca
3025 6th Avenue North
St. Petersburg, FL 33713

Don D. Carr
3025 6th Avenue North
St. Petersburg, FL 33713

ARTICLE NINE

The name and address of the incorporators of this corporation are:

Don D. Carr
Karen De Lucca
3025 6th Avenue North
St. Petersburg, FL 33713


ARTICLE TEN

It is the intention of the incorporator of this corporation that the First Board of Directors adopt the Plan Under Section 1244 of the Internal Revenue Code allowing a limited ordinary loss to individuals for loss of stock of a "Small Business Corporation which qualifies under the Code.

ARTICLE ELEVEN

The corporation shall commence its existence upon receipt of these Articles of Incorporation by the Secretary of State.

IN WITNESS WHEREOF, I have hereunto set my hand and seal and acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this Seventh day of ~~March~~, 1995.
April

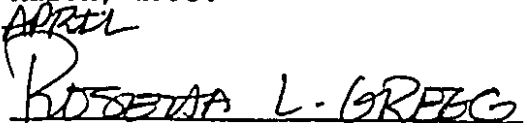

DON D. CARR

STATE OF FLORIDA)

COUNTY OF PINELLAS)

Before me, the undersigned authority, personally appeared DON D. CARR to me known to be the individual described in and who executed the foregoing Articles of Incorporation and acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS ^{my} hand and seal in the County and State aforesaid this 7th day of ~~March~~, 1995.


ROSSETTA L. GREGG
NOTARY PUBLIC

My Commission Expires:



ROSETTA L. GREGG
My Commission UC407064
Expires Sep. 14, 1998
Bonded by ANG
800-852-6878

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
SERVICE OF PROCESS WITHIN THIS DATE
NAMING AGENT UPON WHOM SERVICE OF PROCESS MAY BE MADE**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Action:

That **MEGALODON MULTIMEDIA, INC.**, desiring to organize under the laws of the State of Florida, with its principal offices as indicated in the Articles of Incorporation at:

3025 6th Avenue North
St. Petersburg, FL 33173

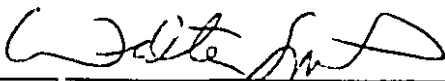
has named

Walter E. Smith
1301 Fourth Street North
St. Petersburg, FL 33731


as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.


Walter Smith

APRIL Sworn to and subscribed before me this 12TH day of March, 1995.


NOTARY PUBLIC

My Commission Expires:



ROSETTA L GREGG
My Commission CC407054
Expires Sep. 14, 1998
Bonded by ANG
800-052-8878