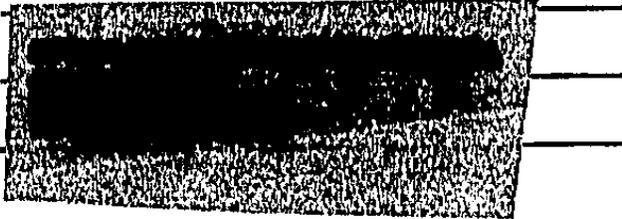


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OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

SECRETARY OF STATE
DIVISION OF CORPORATIONS
04/21/95 01001 014
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1. McClure Entertainment INC. (Corporation Name) (Document #)
2. _____ (Corporation Name) (Document #)
3. _____ (Corporation Name) (Document #)
4. _____ (Corporation Name) (Document #)

- Walk in Pick up time _____ Certified Copy
 Mail out Will wait Photocopy Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

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OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials

ARTICLES OF INCORPORATION
OF
McCLURE ENTERTAINMENT, INC.

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Article 1. Name. The name of the corporation is:

McCLURE ENTERTAINMENT, INC.

Article 2. Corporate Office. The principal office of the corporation and the address of same shall be 118 S. Westshore Boulevard, Tampa, Florida 33609. The number of shares the corporation is authorized to issue is one thousand (1,000). There shall be one class of shares which is common, and each share shall have a par value of \$1.00. In that the corporation shall issue only common shares of stock, rights of each share shall not vary as to relative rights and preferences among shares.

Article 3. Pre-emptive Rights. The shareholders reserve the right to establish pre-emptive rights in accordance with a resolution to be adopted by the shareholders.

Article 4. Registered Agent. The street address of the corporation's initial registered office is 118 S. Westshore Boulevard, Tampa, Florida 33609, and the name of its initial registered agent at that office is Paula Jordan.

Article 5. Incorporator. The name and address of the incorporator is: Paula Jordan, 118 S. Westshore Boulevard, Tampa,

Florida 33609.

Article 6. Board of Directors. The individuals who are to serve as the initial directors are:

<u>Name</u>	<u>Address</u>
Rudolph D. Jordan	101 East Kennedy Boulevard Suite 2125 Tampa, Florida 33602
Paula Jordan	118 S. Westshore Boulevard Tampa, Florida 33609
James C. McClure	3817 Shady Hollow Lane Dallas, Texas 75233

Article 7. Powers. The corporation shall have perpetual duration and succession in its corporate name and shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs pursuant to the Florida Business Corporation Act. These powers include all corporate powers enumerated in The Florida Business Corporation Act, some of which are summarized as follows:

To sue and be sued, complain and defend in its corporate name;

To have a corporate seal, which may be altered at will and to use it or a facsimile of it, by impressing or affixing it or in any other manner reproducing it;

To purchase, receive, lease or otherwise acquire, own, hold, improve, use, and otherwise deal with real or personal property or any legal or equitable interest in property wherever located;

To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, and otherwise dispose of all or any part of its property;

To lend money to, and use its credit to assist, its officers and employees in accordance with s. 607.0833, Florida Statutes;

To purchase, receive, subscribe for or otherwise acquire; own, hold, vote, use, sell, mortgage lend, pledge, or otherwise dispose of, and deal in and with shares or other interests in, or obligations of, any other entity;

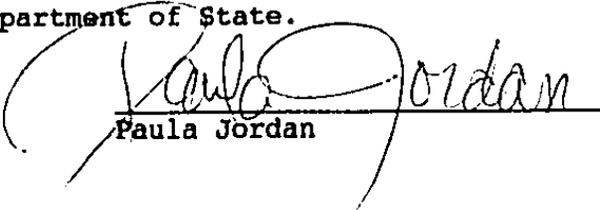
To make contracts and guarantees, incur liabilities, borrow money, secure any of its obligations by mortgage or pledge of any of its property or income;

To lend money, invest and reinvest its funds, and receive and hold real and personal property as security for repayment;

To conduct its business, locate offices, and exercise the powers granted by this Act within or without this state;

To be a promotor, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust or other entity.

Article 8. Effective Date. The effective date of the corporation shall be the date of filing of the Articles of Incorporation by the Department of State.

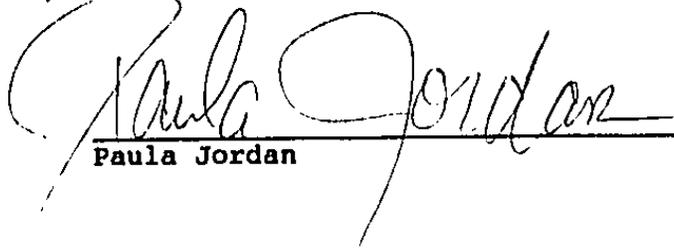

Paula Jordan

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McClure Entertainment, Inc.

Acceptance of registered agent:

The undersigned individual, named in the foregoing Articles of Incorporation to serve as registered agent of McClure Entertainment, Inc., hereby accepts the appointment as registered agent and represents that the undersigned is familiar with, and accepts the obligations of that position as required in Sections 607.0501, and 607.0505, Florida Statutes.



Paula Jordan